

ILLINOIS & MICHIGAN CANAL NATIONAL HERITAGE CORRIDOR ALLIANCE COMMITTEE OF THE CANAL CORRIDOR ASSOCIATION BOARD OF DIRECTORS

DEFINITIONS

Canal Corridor Association (CCA) Congress designated Canal Corridor Association as the local coordinating entity for the Illinois & Michigan Canal National Heritage Corridor in 2006. CCA's board of directors has direct fiduciary responsibility for the federal funds received from the federal government.

Illinois & Michigan Canal National Heritage Alliance Committee (Alliance Committee) In accordance with the directives of the CCA Board of Directors, the Alliance Committee oversees the implementation and ongoing operations of the Illinois & Michigan Canal National Heritage Corridor, providing the CCA Board of Directors with guidance and advice.

Illinois & Michigan Canal National Heritage Corridor Standing Resource Committees Initially five in number; each Resource Committee represents a distinct program area and has multiple responsibilities of a continuing nature; such as engaging the citizenry of the IMCNHC and gathering the expertise needed for good decision-making. The Standing Resource Committees can be eliminated, replaced or revised, as needed, by a vote of the Alliance Committee.

Illinois & Michigan Canal National Heritage Corridor Ad Hoc Resource Committee Unlimited in number; an Ad Hoc Resource Committee may be formed by the Alliance Committee Chair for a specific task within a specific time period.

Members Individuals who serve on the CCA Board, Alliance Committee or any of its Resource Committees.

Sponsors Governmental entities, corporations, foundations, and individuals who donate to CCA (501 (c) 3) to further the mission and activities of the IMCNHC. Provide the 1 for 1 local match required by the federal government and to sustain the program into the future. May contribute by underwriting projects, donating goods and services, participating in fundraising events, donating to the annual fund, and making other types of monetary donations.

Partners Governmental entities, corporations, foundations, organizations and individuals that have formal, written understandings or agreements with the CCA. Partners assist the CCA in telling the story of the Illinois & Michigan Canal and carrying out the mission and activities of the IMCNHC. Partners may be required to meet certain standards to participate in official IMCNHC programs.

Grantees Organizations, government entities, corporations, foundations, and individuals that receive matching grants for specific projects through the IMCNHC program.

Staff CCA employees are either wholly or partially assigned to work on the IMCNHC program. Activities include providing assistance to the Chairs of each Committee / Resource Committee, public outreach, securing matching funds, preparing reports, doing research, managing projects and engaging in program evaluation.

ARTICLE I ESTABLISHMENT

Section 1.1 AUTHORIZATION Established by Congress in 1984, the Illinois & Michigan Canal National Heritage Corridor (IMCNHC) was the first heritage area in the nation and introduced a new kind of national park. Now the first of 49, the IMCNHC was reconfigured and reauthorized in 2006.

Section 1.2 DESIGNATION The Canal Corridor Association, a 501(C)3 non-profit founded in 1982, was designated the coordinating entity and appointed to develop and submit to the Secretary of the Interior for approval a management plan for the IMCNHC (the "Plan"). The Plan takes into consideration State and local plans and involves residents, local governments, public agencies and private organizations in the IMCNHC. Among other things, the Plan presents recommendations for the IMCNHC's conservation, funding, management and development and includes actions to be taken by units of government and nongovernmental and private organizations to protect the resources of the IMCNHC. .

Section 1.3 RESOLUTION The Plan was approved on _____ by the Secretary of the Interior, and on _____ the Canal Corridor Board of Directors created by Resolution a Special Committee, named the Illinois & Michigan Canal National Heritage Corridor Alliance Committee, to implement the Plan effective _____.

ARTICLE II PURPOSE

Section 2.1 RESPONSIBILITIES In accordance with directives of the Canal Corridor Association (CCA) Board of Directors, the Illinois & Michigan Canal National Heritage Corridor Alliance Committee (Alliance Committee) oversees the implementation and ongoing operations of the IMCNHC program; providing the CCA Board of Directors with guidance in regard to setting goals and deciding the future direction of the program, ensuring that the program is fiscally sound, maintains good fiduciary practices and high management standards, and produces excellent results in line with its mission.

Section 2.2 GENERAL DUTIES OF THE ALLIANCE COMMITTEE

- Oversees the implementation of the management plan
- Ensures continued civic involvement, including holding quarterly public meetings to present, review and update the public on the activities and programs of the IMCNHC
- Designs and oversees plan for soliciting sponsor donations and other means to meet federal match requirements, such as fees for service or dues
- Reviews recommendations of its Resource Committees
- Sets annual priorities consistent with the management plan based on funding considerations and the decision making criteria
- Develops projects that cross Resource Committee program areas
- Recommends projects to CCA Board for approval

ARTICLE III MEMBERSHIP

Section 3.1 ALLIANCE COMMITTEE MEMBERS Members of the Alliance Committee include three CCA Board Members, the CCA President, Resource Committee Chairs of each of the five Standing Resource Committees, and up to four Committee Members-At-Large. If an Ad Hoc Resource Committee exists, its chair will serve as a non-voting member of the Alliance Committee.

Section 3.2 APPOINTMENT The CCA Board Chairman appoints the Alliance Committee Chair and two additional committee members from the CCA Board. The CCA Board Chairman also appoints the Committee Members-At-Large who are chosen from a list, generated annually, of approved candidates submitted to the CCA Board Chairman by the Alliance Committee.

Section 3.3 ELIGIBILITY The Alliance Committee Chair must be a member of the Canal Corridor Association's Board of Directors. A Committee Member-At-Large must be an IMCNHC Sponsor or Partner, or be a designated representative of an IMCNHC Sponsor or Partner.

Section 3.4 EXPIRATION AND VACANCY Except for those who serve on the Alliance Committee as a function of their position (CCA President and Resource Committee Chairs), Alliance Committee members will serve two- year terms. Upon expiration of a Alliance Committee member's term, the CCA Board Chairman shall either reappoint the member for another term or appoint a successor member. In the event of a vacancy due to resignation, death, inability to serve, removal by the CCA Board Chairman pursuant to Article 5 Section 5.4, or other reason, the CCA Board Chairman shall appoint a successor. Each successor so appointed shall serve for the remaining term for which he/she was appointed.

Section 3.5 COMPENSATION Members of the Alliance Committee shall serve without compensation, with the exception of the CCA President who also serves as the CCA Chief Executive Officer.

Section 3.6 IMPLEMENTATION For the purposes of establishing the Alliance Committee, the CCA Board Chairman will name the Alliance Committee Chair and two additional members from the CCA Board; name the five Resource Committee Chairs from those participating in the Plan development activities; and name the Members- At-Large based on recommendations from the CCA Board and CCA President, the Resource Committee Chairs, and others the CCA Board Chairman may choose to consult. The Alliance Committee shall approve a list of candidates for At-Large membership at its first meeting.

After the first Alliance Committee meeting, this Section will have served its purpose and will be automatically removed from this document.

ARTICLE IV OFFICERS

Section 4.1 ALLIANCE COMMITTEE CHAIR The Alliance Committee Chair presides at all Alliance Committee meetings, and generally supervises and organizes the work of the Committee's Resource Committees. The Alliance Committee Chair appoints the Chair of each Resource Committee and creates Ad Hoc Resource Committees as needed. The Alliance Committee Chair carries out the directives of the CCA Board of Directors and brings to their attention all matters that require their attention or action. The Alliance Committee Chair may not accept or receive gifts or donations made to the Corporation or sign any instruments or contracts on behalf of the organization. This authority rests solely with the CCA Board Chairman and CCA President. The Alliance Committee Chair shall serve a two-year term. Upon expiration of his/her term, the CCA Board Chairman shall either reappoint the Alliance Committee Chair to another term or appoint a successor Chair.

Section 4.2 OTHER OFFICERS The Alliance Committee Chair may select a Vice-Chair from among the Committee's members to preside over meetings in his/her absence. The Alliance Committee Chair may select a Secretary from among the Committee's members to prepare minutes in the absence of a CCA staff member assigned for that purpose.

ARTICLE V MEETINGS

Section 5.1 OPEN MEETINGS All Alliance Committee meetings shall be held at specified times and places which are convenient and open to the public.

Section 5.2 MEETINGS Meetings of the Alliance Committee shall be held no less than once a quarter at such time and place as the Alliance Committee Chair shall designate. Reconvened meetings shall be determined at a regular meeting by a simple majority of a meeting quorum. Emergency meetings may be convened at the call of the Alliance Committee Chair. Special meetings shall be convened at the call of the Alliance Committee Chair or upon written request of at least two Committee members.

Section 5.3 NOTICE

Section 5.3.1 Regular Meetings The Alliance Committee shall give public notice of the regular meeting schedule at the beginning of each calendar year listing the regular dates, times, and places of such meetings. If a change is made in regular meeting dates, a notice of such change shall be given by publication on the CCA website and by electronic mail using CCA's general email list.

Section 5.3.2 Reconvened Meetings In the case of reconvened meetings, if an announcement of the time and place of the reconvened meeting is made at the original meeting, the reconvened meeting is held within 48 hours and if there is no change in the agenda, no additional public notification will be made.

Section 5.3.3 Emergency and Special Meetings Notice of an emergency meeting shall be given as soon as practicable. Any special meeting except a meeting held in the event of a bona fide emergency, or of any rescheduled regular meeting, or of any reconvened meeting, shall be given at least 48 hours before such meeting, which notice shall also include the agenda for the special, rescheduled, or reconvened meeting.

Section 5.4 ATTENDANCE A Committee member shall be present, either physically or via conference call, for a majority of a meeting to be considered in attendance. A Committee member may be asked to resign or be removed by the Alliance Committee Chair if his/her absenteeism from regular meetings is causing a deleterious effect on conducting Committee business.

Section 5.5 QUORUM A simple majority of the seated Alliance Committee members duly appointed and serving and in attendance shall constitute a quorum for the transaction of business at any meeting of the Alliance Committee.

Section 5.6 ACTION BY WRITTEN CONSENT Any action that is required or would occur at a Committee meeting may be taken without a meeting provided consent in writing, setting forth the action so taken, is signed by all the Committee members duly appointed and serving. The "consent in writing" may be collected via electronic mail. Such consent serves as a unanimous vote provided a motion is adopted at the next regular or special meeting that ratifies the action taken.

ARTICLE VI RESOURCE COMMITTEES

Section 6.1 PURPOSE *The Alliance Committee may through resolution designate any number of Resource Committees for the purpose of engaging the citizenry of the IMCNHC and gathering the expertise needed for good decision-making. The Alliance Committee determines the terms and duties of the Resource Committees and, on an annual basis, reviews each Resource Committee; eliminating / replacing / reauthorizing each Resource Committee as deemed necessary.*

Section 6.2 GENERAL DUTIES OF THE RESOURCE COMMITTEES

- *Advises the Alliance Committee as to the needs within each program area*
- *Recommends to the Alliance Committee annual and other goals, priorities and projects, including ways to educate constituents throughout the IMCHHC about the goals of the IMCNHC and encourage active participation*
- *Evaluates services and programs at the local level and informs the Alliance Committee as to strengths and suggestions for improvement*
- *Shares authorized informational materials with constituents in order to promote and encourage active participation throughout the IMCNHC*
- *Identifies to the Alliance Committee any potential new sponsors and partners*
- *Recommends to the Alliance Committee any individuals to serve on committees or as Members-At-Large*

Section 6.3 RESOURCE COMMITTEE MEMBERS *Resource Committee members are chosen for their expertise and interest and must be actively involved in the I&M Canal National Heritage Corridor region. Each Resource Committee may have from 6 to 15 members, representing the IMCNHC's widely spread geography.*

Section 6.4 APPOINTMENT *The Alliance Committee Chair appoints the Chair of each Resource Committee from among Resource Committee members, if possible. These Resource Committee Chairs are either current members of the Alliance Committee, or will become members of the Alliance Committee upon being appointed.*

Section 6.5 EXPIRATION AND VACANCY *Resource Committee Chairs serve two-year terms. Upon expiration of their terms, the Alliance Committee Chair shall either reappoint the Resource Committee Chair for another term or appoint a successor. In the event of a vacancy due to resignation, death, inability to serve, removal by the Alliance Committee Chair, or other reason, the Alliance Committee Chair shall appoint a successor. Each successor so appointed shall serve for the remaining term for which he/she was appointed.*

Section 6.6 RESOURCE COMMITTEE CHAIR *The Resource Committee Chair presides at all Resource Committee meetings, and generally supervises and organizes the work of the Resource Committee. The Resource Committee Chair recruits and selects Resource Committee members with recommendations from the Alliance Committee members. The Resource Committee Chair carries out the directives of the Alliance Committee and brings to its attention all matters that require the Alliance Committee's attention or action. The Resource Committee Chair may not accept or receive gifts or donations made to the Corporation or sign any instruments or contracts on behalf of the organization. This authority rests solely with the CCA Board Chairman and CCA President.*

Section 6.7 COMPENSATION *Members of the Resource Committees shall serve without compensation.*

Section 6.8 MEETINGS *The Resource Committees may meet under their own terms. Members are expected to actively participate and attend all meetings.*

**ARTICLE VII
AD HOC RESOURCE COMMITTEES**

Section 7.1 PURPOSE Ad Hoc Resource Committees may be created by the Alliance Committee Chair when it is needed to accomplish specific project(s) or task(s) within a defined period of time.

Section 7.2 GENERAL DUTIES While doing its work, the Ad Hoc Resource Committee keeps the Alliance Committee Informed about the status of its work, ensuring coordination with other Alliance Committee activities and brings items needing decisions, as well as final products, to the Alliance Committee for discussion and approval.

Section 7.3 AD HOC RESOURCE COMMITTEE CHAIR The Ad Hoc Resource Committee Chair is appointed by the Alliance Committee Chair. The Ad Hoc Resource Committee Chair's term lasts until the project / task is completed and the Ad Hoc Resource Committee is disbanded.

Section 7.4 AD HOC RESOURCE COMMITTEE MEMBERS The Ad Hoc Resource Committee Members are selected by the Alliance Committee Chair with recommendations from the Ad Hoc Resource Committee Chair. Their terms last until the project / task completed and the Ad Hoc Resource Committee is disbanded.

ARTICLE VIII GUIDELINES FOR MAKING DECISIONS

Section 8.1 INTRODUCTION The CCA Board, Alliance Committee and Resource Committees will make decisions based on the vision, mission, guiding principles, and goals of the IMCNHC as outlined in the Plan. They will use the following criteria to assist in the decision making process.

Section 8.2 GUIDELINES

Section 8.2.1 Appropriateness

Does the project work towards achieving our legal mandate? Our vision? Our mission?

Does the project comply with our guiding principles?

Is the project part of our core activities?

Does this project help us tell our stories as outlined in our interpretive themes?

Section 8.2.2 Feasibility

Are there written commitments from partners to work to make the project a reality?

Are there technical resources available to assist the project?

Section 8.2.3 Sustainability

Does the project fit within the current budget?

Does the project have multiple funding sources?

Does the project have non-NPS funding sources of 60% or more?

Are there written commitments from other funding sources?

Is there a long-range plan to continue the project or maintain the work?

Does the action help move the corridor toward sustainability?

Section 8.2.4 Priority-setting

Have the core activities already been taken care of?

Do the activities or project benefit multiple groups or places in the corridor?

Does the action contribute to the achievement of multiple goals?

ARTICLE IX BOOKS AND RECORDS

The Alliance Committee and its Resource Committees shall keep minutes of their meetings and archives of all handouts provided at these meetings.

**ARTICLE X
FINANCIAL AND OTHER LEGAL REQUIREMENTS**

The terms set forth within the Cooperative Agreement between the USA, US Department of Interior, National Park Service and the Canal Corridor Association regarding the I&M Canal National Heritage Corridor supersede any provision contained within this document that appears to be in conflict or has not been adequately addressed. All individuals and organizations performing service as part of the I&M Canal National Heritage Corridor Program shall operate in accordance with the Canal Corridor Association Financial Policies Handbook, as well as all applicable Federal laws and regulations, including OMB Circular A-110: Uniform Administrative Requirements for Grants and Other Agreements with Institutions of Higher Education, Hospitals and Other Non-Profit Organizations, OMB Circular A-122: Cost Principles for Non-Profit Organizations, and OMB Circular A-133: Audits of States, Local Governments and Non-Profit Organizations.