



June 26, 1998

Mr. Chris Hobson
Georgia Power Company
Bin 10221
241 Ralph McGill Blvd., N.E.
Atlanta, GA 30308-3374

Dear Mr. Hobson:

On behalf of the Georgia Industry Environmental Coalition (GIEC), we are pleased to express GIEC's interest in providing facilitation and support services to the forming group of Georgia industries addressing NOx issues ("NOx Coalition").

GIEC is a not-for-profit membership organization of business corporations with environmental compliance responsibilities for facilities and operations in Georgia. GIEC's basic purpose is to address specific Georgia environmental regulatory issues of mutual interest to the membership. A copy of GIEC's bylaws is attached.

Since 1993, the Air Workgroup of GIEC has been instrumental in the deliberation, review and comment pertaining to EPD air quality rule making and State Implementation Plan revisions. The GIEC Air Workgroup has an established reputation with EPD for providing thoughtful and technically-sound input on behalf of Georgia industry.

GIEC now pays approximately \$4,500 a month to its support contractor (Law Engineering and Environmental Services, Inc.) for basic administrative and communication support services. We estimate that a similar amount would be needed in support of the NOx Coalition activity.

Assuming the interests of the NOx coalition and GIEC are mutually consistent, GIEC can provide an already established operating base to facilitate and support the activities of the NOx Coalition as a logical extension of GIEC's Air Workgroup.

If you are interested, we would be pleased to meet with you and others to explore such an arrangement.

Sincerely,

Larry A. Neal
Executive Director

Jim Baker
Steering Committee Chairman

cc: GIEC Steering Committee

Attachments: GIEC Bylaws
Member Companies

BY LAWS
of the
GEORGIA INDUSTRY ENVIRONMENTAL COALITION

ARTICLE I

THE ORGANIZATION

- A. **NAME.** The name of the organization shall be the Georgia Industry Environmental Coalition (GIEC).
- B. **NATURE.** GIEC shall be a not-for-profit organization.
- C. **PRINCIPAL OFFICE.** The principal office of GIEC shall be at 112 TownPark Drive, Kennesaw, Georgia 30144.
- D. **FISCAL YEAR.** The fiscal year of GIEC shall be from October 1 through September 30.

ARTICLE II

PURPOSE

- A. **PURPOSE.** GIEC's basic purpose shall be to identify and collectively address specific Georgia environmental issues of mutual interest to the membership. It is not GIEC's purpose to engage in political advocacy at either the state or national level. GIEC has members that may be considered competitors. Competitive issues are not addressed through any GIEC-sponsored activities. The members are engaged in lawful acts or activities for which GIEC is organized, and are not acting in violation of any U.S. antitrust laws.

ARTICLE III

MEMBERSHIP STEERING COMMITTEE AND CHAIRPERSON

- A. **WHO MAY JOIN.** Membership is open to any business corporation with environmental compliance and/or remediation responsibility for a site or facility located within the state of Georgia.
- B. **APPLICATION.** A business corporation may apply to become a member of GIEC by submitting an application to the GIEC office requesting membership and accepting these Bylaws. The Executive Director or a Steering Committee member shall verify that the applicant meets the criteria for membership. Upon acceptance, the business corporation shall send to GIEC payment of annual dues as determined by the Steering Committee. Upon joining, a member shall have all the rights and obligations of membership.
- C. **RESIGNATION.** A member may resign at any time by submitting a letter of resignation to the Steering Committee.
- D. **EXPLUSION.** A member may be expelled only for just cause such as nonpayment of dues. A two-thirds vote of the Steering Committee shall be required to expel a member.
- E. **STEERING COMMITTEE.** The Steering Committee shall be elected by the membership at large for a term of one year, but may succeed himself. Once elected, the committee shall select a Chairperson and Vice-Chairperson. The committee will also serve as the nominating committee for the following year's Steering Committee elections as voted by the general membership.
- F. **CHAIRPERSON.** The Chairperson of GIEC shall be decided by a vote of the Steering Committee to serve a one year term but may succeed themselves. A vacancy in the office of the GIEC Chairperson shall be filled for the unexpired term by the Vice-Chairperson. The Chairperson must have served on the Steering Committee for at least one year to be eligible.

ARTICLE IV

DUES AND ASSESSMENTS

- A. **DUES.** The Steering Committee shall determine a dues schedule for each succeeding fiscal year. The Steering Committee will make this determination based upon funding requirements for the proposed GIEC activities for the succeeding fiscal year.
- B. **PAYMENT.** Payment of dues shall be required on a schedule established by the Steering Committee.
- C. **REFUNDS.** No dues shall be refunded for any reason, including resignation and expulsion.
- D. **ASSESSMENTS.** The Steering Committee may request special assessments for certain projects, but payment shall be voluntary and shall not be a condition of membership or voting.

ARTICLE V

MEETINGS

- A. MEETINGS. The Steering Committee may call meetings of the membership as it deems necessary. There will be at least one such meeting per year.
- B. QUORUM. Except where noted otherwise in these Bylaws, a quorum shall be necessary for the conduct of any business. A quorum exists when 25% of the membership is in attendance in person.
- C. VOTING. All business of GIEC shall be done by vote of the membership except for those responsibilities and the authority granted by these Bylaws to the Steering Committee and the Chairperson of GIEC. Each member shall be entitled to one vote. Except as otherwise provided in these Bylaws, a two-thirds vote of the membership present at any meeting (given a quorum is present) shall be required to approve any business. The Steering Committee may, as it deems necessary, call for a vote between meetings of the membership. A vote between meetings may consist of a vote via the mail, a conference call, or electronically. A quorum on any non-meeting vote will consist of a 25% response rate from the membership, with a two-thirds vote of those responding necessary to approve an action.
- D. AGENDA. The Chairperson of GIEC shall prepare an agenda for each membership meeting and send it and relevant written materials to the membership (including a list of votes expected at the meeting) for review a reasonable time prior to the meeting. The agenda for the annual meeting shall include a workplan for the following fiscal year

ARTICLE VI

STEERING COMMITTEE

- A. COMPOSITION. The Steering Committee shall consist of a minimum of four members and the Chairperson of GIEC. The actual number of Steering Committee members for each succeeding year shall be determined by the outgoing Steering Committee and the Chairperson of GIEC. The Executive Director shall be a nonvoting member of the Steering Committee.
- B. MEETINGS. The Steering Committee Chairman of GIEC shall call all meetings of the Steering Committee.
- C. QUORUM. A majority of the Steering Committee voting members shall constitute a quorum.
- D. VOTING. The Steering Committee shall set its own voting procedure, provided a quorum is present.
- E. RESPONSIBILITY AND AUTHORITY. The Steering Committee shall have responsibility for and authority to do those things specified in these Bylaws, to ensure the proper functioning of GIEC in accordance with these Bylaws, and to interpret these Bylaws when necessary.

ARTICLE VII

EXECUTIVE DIRECTOR

- A. **APPOINTMENT.** An Executive Director may be employed by the Steering Committee.
- B. **RESPONSIBILITY AND AUTHORITY.** The Executive Director shall:
 - 1. Serve as a nonvoting member of the Steering Committee.
 - 2. Handle the day-to-day operations of GIEC.
 - 3. Sign contracts, checks and other documents as authorized by the Steering Committee.
 - 4. See that complete and accurate books and records of accounts are kept in accordance with generally acceptable accounting principles, as well as minutes of Steering Committee and full membership meetings.
 - 5. Do such other functions as are assigned by the Steering Committee.

ARTICLE VIII

WORKGROUPS

- A. **WORKGROUP SELECTION.** Workgroups shall be created, approved, and/or dissolved by the membership at any meeting and as needed to advance particular goals of GIEC.
- B. **WORKGROUP CHAIRPERSON.** A Chairperson for each of GIEC's Workgroups shall be appointed by the Chairperson of GIEC.
- C. **OPERATION.** Workgroups shall be staffed by members of GIEC. Each Workgroup may determine its own methods of operation, including the scheduling, frequency, times, and places of meetings. Each Workgroup shall report to the membership at each general meeting and to the Steering Committee upon request.

ARTICLE IX

AMENDMENTS

- A. **PROPOSALS.** The Steering Committee or any member eligible to vote may propose an amendment to these Bylaws at any time.
- B. **ADVANCED NOTICE OF PROPOSED AMENDMENTS.** Proposed amendments to these Bylaws shall be sent to the membership by the Steering Committee at least four weeks prior to the vote on the amendment.
- C. **APPROVAL.** A proposal to amend these Bylaws shall be voted on no earlier than four weeks from the date the proposed amendment is sent to the membership for review.

ARTICLE X

DISSOLUTION

- A. **DISSOLUTION.** GIEC may be dissolved at any time with a 30 day notice and two-thirds affirmative vote of the membership.
- B. **DISTRIBUTION.** Upon dissolution of GIEC, all assets shall be distributed in such a manner, to be designated by the majority of the GIEC Steering Committee at the time of dissolution, as to support and advance the purposes of GIEC.



Georgia Industry Environmental Coalition

1998 MEMBER COMPANIES

ASHLAND CHEMICAL COMPANY

COLONIAL TERMINALS, INC.

THE DOW CHEMICAL COMPANY

FORSTMANN & COMPANY, INC

GENERAL ELECTRIC COMPANY

GEORGIA POWER COMPANY

GNB TECHNOLOGIES

INTERNATIONAL PAPER - AUGUSTA MILL

LOCKHEED MARTIN AERONAUTICAL SYSTEMS

MOHAWK INDUSTRIES

SEARLE

SOUTHWIRE

UNION CARBIDE CORPORATION

ATLANTA GAS LIGHT COMPANY

DAMAR, INC.

DSM CHEMICALS NORTH AMERICA, INC.

GENCORP SPECIALITY POLYMERS DIV.

GEORGIA PACIFIC CORPORATION

GILMAN PAPER COMPANY

HERCULES, INC.

KEMIRA PIGMENTS, INC.

MERCK & COMPANY, INC.

NORAMCO, INC.

SOUTHERN ALUMINUM FINISHING CO.

UNION CAMP CORPORATION

WILLIAM L BONNELL COMPANY, INC.