

# **BYLAWS FOR WESTERN COMMUNITY ENERGY**

## **ARTICLE I FORMATION**

These Bylaws are provided for the organization and administration of Western Community Energy (“**Authority**”) which has been established pursuant to that certain document entitled the *Western Community Energy Joint Powers Agreement* (“**Agreement**”). These Bylaws supplement the Agreement.

## **ARTICLE II PURPOSES**

The Authority is formed to study, promote, develop, conduct, operate, and manage energy and energy-related climate change programs, and to exercise all other powers necessary and incidental to accomplishing this purpose. These programs include, but are not limited to, the establishment of a Community Choice Aggregation Program known as the CCA Energy Program in accordance with the terms of the Agreement.

## **ARTICLE III BOARD OF DIRECTORS**

### Section 1. Board of Directors.

The Authority shall be governed by a Board of Directors composed of one representative of each of the Member Agencies. The Board shall have all the powers and functions as set forth in Section 1.5 of the Agreement. The governing body of each Member Agency shall appoint and designate in writing to the Authority one regular Director who shall be authorized to act for and on behalf of the Member on all matters within the power of the Authority. The governing body of each Member Agency shall also appoint and designate in writing to the Authority one alternate Director who may vote on all matters when the regular Director is absent for a Board meeting. Both the Director and the Alternate Director shall be members of the governing body of the Member Agency.

### Section 2. Appointment

Each Director and Alternate Director shall serve at the pleasure of the governing body of the Member Agency that the Director represents and may be removed as Director or Alternate Director by such governing body at any time.

### Section 3. Vacancy

If at any time a vacancy occurs on the Board, for whatever reason, a replacement shall be appointed by the governing body of the subject member to fill the position of the previous Director within ninety days of the date that such position becomes vacant.

## **ARTICLE IV OFFICERS AND TERMS OF OFFICE**

### Section 1. Officers

There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

- A. Chairperson. The Chairperson of the Authority shall be a Director. Duties of the Chairperson are to supervise the preparation of the business agenda, preside over Authority meetings, and sign all ordinances, resolutions, contracts and correspondence adopted or authorized by the Board. The term of office of the Chairperson shall be for one year.
- B. Vice-Chairperson. The Vice-Chairperson shall be a Director. The Vice-Chairperson shall perform the duties of Chairperson in the absence of such officer. The term of office of the Vice-Chairperson shall be for one year.
- C. Secretary. The Secretary will supervise the preparation of the meeting minutes and the maintenance of the records of the Authority. The term of the Secretary shall be for one year. The Secretary does not need to be a Director.
- D. Treasurer and Auditor. The Treasurer shall have custody of all the money of the Authority and shall have all of the duties and responsibilities specified in Government Code § 6505.5. The Treasurer shall report directly to the Board and shall comply with the requirements of treasurers of incorporated municipalities. The positions of Treasurer and Auditor may be combined into one position known as the Treasurer/Auditor of the Authority. Neither the Treasurer nor the Auditor needs to be a Director. The term of the Treasurer and Auditor shall be for one year. The Board may transfer the responsibilities of the Treasurer and Auditor to any person or entity permitted by law.
- E. Election of Officers. An annual meeting of the Board shall be held in [INSERT MONTH] of each year or as soon thereafter as possible to elect the officers of the Authority.
- F. Terms of Office. The elected Chairperson and Vice-Chairperson shall assume office at the close of the meeting of their election and each officer shall hold office for one year, or until his or her successor shall be elected.
- G. No Term Limits. There are no limits on the numbers of terms that an officer of the Authority may serve.
- H. Committees. The Board or the Chairperson may delegate specified functions or actions to a committee that may be established by the Board. Each duly established committee may establish any standing or ad hoc committees determined to be appropriate or necessary. The duties and authority of all committees shall be subject to the approval and direction of the Board.

## **ARTICLE V MEETINGS**

### Section 1. Regular Meetings

The Board by resolution shall establish the date, time and meeting location of all regular meetings of the Board. Special meetings may be called upon the request of a majority of the members of the Board or by the Chairperson.

### Section 2. Open Meetings

The meetings of the Board, the Executive Committee and all other committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (California Government Code § 54950 *et seq.*).

## **ARTICLE VII VOTING**

Each member of the Board shall have one vote on all matters unless otherwise provided by the Agreement or these Bylaws. Unless the Agreement or these Bylaws require a two-thirds vote, action on all items shall be determined by a majority vote of the quorum present and voting on the item.

## **ARTICLE VIII POLICY REGARDING CONFIDENTIAL INFORMATION DISCLOSED DURING CLOSED SESSIONS**

It is vital that members of the Board divulge certain privileged information obtained in closed sessions at the Authority to their own governing bodies meeting in closed sessions. Thus, these Bylaws adopt the policy set forth in California Government Code § 54956.96, which authorizes the disclosure of closed session information that has direct financial or liability implications for that Member Agency to the following individuals.

- A. All information received by the governing body of the Member Agency in a closed session related to the information presented to the Authority in closed session shall be confidential. However, a member of the governing body of a Member Agency, or his/her duly appointed alternate to the Authority, may disclose information obtained in a closed session that has direct financial or liability implications for that Member Agency to the following individuals:
  - 1. Legal counsel of that Member Agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member Agency.
  - 2. Other members of the governing body of the Member Agency present in a closed session of that Member Agency, as well as other persons that may be invited to attend the closed session by the Member Agency's governing body.
- B. The governing body of the Member Agency, upon the advice of its legal counsel, may conduct a closed session in order to receive, discuss, and take action concerning information obtained in a closed session of the Authority pursuant to this policy.

## **ARTICLE IX**

### **EXECUTIVE DIRECTOR**

#### Section 1. Duties.

In addition to those duties set forth in the Agreement, the duties of the Executive Director are:

- A. To administer all contracts.
- B. To have full charge of the administration of the business affairs of the Authority.
- C. To exercise general supervision over all property of the Authority.
- D. To accept, on behalf of the Authority, easements and other property rights and interests.
- E. To be responsible for the purchase of all supplies and equipment of the Authority.

#### Section 2. Contracts.

The Executive Director is authorized to contract and execute on behalf of the Authority, contracts for supplies, equipment and materials, and consultants not to exceed \$100,000.00, provided the contract relates to purposes previously approved and budgeted by the Board.

## **ARTICLE VIII**

### **DEBTS, LIABILITIES AND OBLIGATIONS**

As provided by Section 6.2 of the Agreement, the debts, liabilities and obligations of the Authority shall not be debts, liabilities or obligations of the individual Member Agencies unless the governing board of a Member Agency agrees in writing to assume any of the debts, liabilities, or obligations of the Authority. Notwithstanding Government Code section 895.2, if the Authority is found to be liable for injury caused by a negligent or wrongful act or omission occurring in the performance of an agreement, no Member Agency is jointly or severally liable for such injury.

## **ARTICLE IX**

### **AMENDMENTS**

These Bylaws and any amendments may be amended by the Board.