

Clean Energy Alliance

JOINT POWERS AUTHORITY

Board Memorandum

Sept. 17, 2020

To: Honorable Chair and Board Members of the Clean Energy Alliance
Re: **Additional Materials - Staff Report Item No. 9 – Clean Energy Alliance By-Laws**

This Additional Materials memorandum provides an updated Attachment A which adds additional language to Article 5, Section 2: Special Meetings, reflected as redlined in the document.

Attachment: A. Draft Clean Energy Alliance By-Laws

CLEAN ENERGY ALLIANCE BY-LAWS

ARTICLE I

FORMATION

The Clean Energy Alliance (“CEA”) was established on November 4, 2019 pursuant to the execution of the Clean Energy Alliance Joint Powers Agreement (the “Agreement”) by the Cities of Carlsbad, Del Mar and Solana Beach.

ARTICLE II

PURPOSE BY-LAWS

The purpose of these By-Laws is to establish procedural rules for the conduct of CEA business that are consistent with the provisions of the Agreement.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Establishment of Board of Directors. The establishment of the Board of Directors, the appointment and removal of Directors, the responsibilities of the Board, and the voting requirements of the Board are addressed by Section 4 of the Agreement.

Section 2. Board Agendas. The agendas for all Board meetings shall be prepared by the Chief Executive Officer in consultation with the Chair of the Board. Two or more members of the Board at a duly noticed Board meeting may direct the Chief Executive Officer to place a specified matter on the agenda for a subsequent regular or special meeting of the Board.

ARTICLE IV

COMMITTEES

Section 1. Establishment of Committees. As provided by Section 5.9 of the Agreement, the Board may establish any advisory commissions, boards, and committees as the Board deems appropriate to assist the Board in carrying out its functions and implementing the CCA Program, related energy programs, and the provisions of the Agreement. .

Section 2. Community Advisory Committee. The Board has established a Community Advisory Committee (CAC) to advise it on those matters concerning the operation of its Community Choice Aggregation program as directed by the Board of Directors in an annual workplan for the CAC that is adopted by the Board. The objectives of the CAC are to provide feedback to the Board, act as a liaison between the Board and the community and serve as a forum for community input on those matters assigned to the CAC in the annual workplan. The CAC shall not have any decision-making authority but will serve as an advisory body to the Board. The

composition of the CAC and the requirements governing its operation are set forth in a Board adopted policy.

ARTICLE V

MEETINGS

Section 1. Regular Meetings. The regular meetings of the Board of Directors of CEA shall be held on the third Thursday of each month at the hour of 2 p.m. in the Council Chambers at the City Hall of each of the Parties to the Agreement on a rotating basis or as otherwise authorized by law. Prior to the commencement of each fiscal year, the Board shall adopt a calendar of meetings for such fiscal year showing the specific location of each meeting.

Section 2. Special Meetings. Special meetings of the Board may be called at any time and may be held in any location within the jurisdiction of CEA as provided by the notice for the special meeting. A special meeting may be called by the Chair or a majority of the Board provided that notice of the special meeting is given at least 24 hours prior to the special meeting in the manner provided by Government Code Section 54956. Only those matters listed in the notice may be considered at the Special Meeting.

Section 3. Annual Meeting. The Board shall hold an annual meeting in July of each year at which time it will appoint Board officers and Committee members.

Section 4. Open Meeting Requirements. The meetings of the Board, the Community Advisory Committee and all other committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE VI

AMENDMENTS

These By-Laws may be amended by a majority vote of the full membership of the Board but only after such amendment has been proposed at a regular meeting and acted upon at the next or later regular meeting of the Board for final adoption. The proposed amendment shall not be finally acted upon unless each member of the Board has received written notice of the amendment at least 10 days prior to the date of the meeting at which final action on the amendment is to be taken. The notice shall include the full text of the proposed amendment.