

ENERGY COUNCIL
RULES OF PROCEDURE

Adopted _____, 2013

Article 1
General Provisions

- Section 1-1 Authority for Rules These rules apply to the Energy Council Board and Committees of the Board and are adopted pursuant to the Joint Exercise of Powers Agreement for the Energy Council effective March 29, 2013, as it may be amended from time to time (hereinafter, "JPA"). The provisions of said agreement are herein incorporated by reference.
- Section 1-2 Purpose of Rules The purpose of these rules is to provide for the orderly and fair conduct of the meetings of the Board and operations of the Council.

Article 2
Organization of the Board

- Section 2-1 Composition of the Board The Board is composed of members and alternates appointed pursuant to the JPA. No member or alternate shall receive compensation for attending meetings of the Board or any Board Committee, but reimbursement of travel or other expenses may be made if the Board has adopted a policy governing such reimbursements.
- Section 2-2 Officers The Officers of the Board shall be a President, First Vice-President and Second Vice-President, who shall serve until the elections of their successors. No member may serve more than one full consecutive term of office as an Officer.
- Section 2-3 Election of Officers The Officers shall be elected at the regular meeting of the Energy Council in the month of June of each year. They shall be elected by the vote required for all Board actions as specified in the JPA, and shall serve from July 1 through June 30 of the following year. Notwithstanding the foregoing, the Board may select initial officers to serve from the time of the first Board meeting through June 30 of that year and those officers may be re-elected and serve as officers for the term beginning July 1 of that year.
- Section 2-4 Duties of President The President shall preside at all meetings of the Board and shall conduct the business of the board in the manner prescribed by these Rules. The President shall preserve order and

decorum and shall decide all questions of order subject to the action of a vote of the Board.

- Section 2-5 Duties of First and Second Vice-Presidents In the absence or inability of the President to act, the Vice Presidents shall perform the duties of the President in the order of the succession.
- Section 2-6 Executive Director The Executive Director of the Energy Council shall be the Executive Director of the Alameda County Waste Management Authority pursuant to the memorandum of understanding between the Energy Council and Authority approved April 24, 2013.
- Section 2-7 Duties of Executive Director The Executive Director or designee shall perform the following duties:
- (a) Attend each meeting of the Board;
 - (b) Maintain a record of all proceedings of the Board;
 - (c) Prepare an agenda for each meeting;
 - (d) Notify all Board members of the time and place of each meeting;
 - (e) Maintain all records of the Board;
 - (f) Serve as Secretary to the Board;
 - (g) Maintain records of the proceedings of committee meetings;
 - (h) Establish a Technical Advisory Group (“TAG”) consisting of at least one staff representative from each Agency to advise Energy Council staff on matters such as strategic planning, annual work plans, funding priorities, proposed program design, coordination with existing energy service providers and programs (e.g., East Bay Energy Watch), and other matters related to advancing sustainable energy initiatives. Energy Council staff shall cause summary minutes of all TAG meetings to be kept and shall, as soon as possible after each meeting, cause a copy of the summary minutes to be forwarded to each member of the Board and to each TAG representative. As matters discussed at the TAG are considered by the Board, Energy Council staff shall also include a summary of TAG input in the staff’s report on the matter to the Board. TAG members may also speak on any given matter in front of the Board.
 - (i) Perform other duties directed by law or the Board.

Article 3 Meetings of the Board

- Section 3-1 Regular Meetings Regular monthly meetings will be held in conjunction with regular meetings of the Alameda County Waste Management Authority.
- Section 3-2 Cancellation and/or Reschedule of Regular Meetings Any regular meeting of the Board may be cancelled or rescheduled by the President, or the Executive Director on the direction of the President, no less than seven (7)

calendar days prior to the scheduled date of such meeting. Notification of cancellation or reschedule shall be mailed to all parties who are notified of regular meetings of the Board.

- Section 3-3 Special Meetings Special meetings of the Board may be called by order of the President or by a majority of the members. The order calling the special meeting shall specify the time of the meeting and the business to be transacted at such meeting.
- Section 3-4 Effect of Holiday If any meeting day or adjourned meeting day falls on a holiday, the meeting of the Board shall be specially scheduled by the Board.
- Section 3-5 Quorum A majority of the members of the Board shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time pursuant to Section 3-6 of these Rules.
- Section 3-6 Absence of a Quorum In the absence of a quorum, the members present shall adjourn the meeting to a stated time and place, and the absent members shall be notified. If all members are absent, the Executive Director shall adjourn the meeting to a stated time and place and notify all members pursuant to Section 3-7 of these Rules.
- Section 3-7 Notice of Meetings All meetings of the Board shall be subject to the provisions of the Ralph M. Brown Act, being Sections 54950, *et seq.* of the California Government Code, and other applicable laws of the State of California requiring notice of meetings of the Board.
- Section 3-8 Teleconferencing A Board member wishing to use teleconferencing should notify the Executive Director, or designee, of the teleconference location at least eight (8) days prior to the affected Committee/Board meeting. The teleconference location shall be accessible to the public. The Executive Director will identify the teleconference location in the agenda of the meeting and ensure posting of the agenda at the teleconference location. Votes at a Committee/Board meeting where teleconferencing is used will be taken by roll call.

Article 4 Conduct of Meetings

- Section 4-1 Order of Business The business of each meeting of the Board shall be transacted as far as is practicable in the following order:
- (a) Call to order;
 - (b) Roll call;
 - (c) Announcements by President;
 - (d) Approval of minutes of prior meetings;
 - (e) Consent calendar;

- (f) Open public discussion from the floor;
- (g) Regular calendar;
 - (1) Unfinished business;
 - (2) New business;
- (h) Member Comments and Communications; and
- (i) Adjournment.

The above order of business may be suspended or changed at any time upon order of the President. The consent calendar may contain those matters the nature of which have been determined by the Executive Director to be routine, and will be approved by a single action. Any item shall be removed from the consent calendar and placed for discussion on the regular calendar at the request of any member. The regular calendar shall contain all other matters and business. Open public discussion from the floor is provided for any member of the public wishing to speak on any matter within the jurisdiction of the Energy Council, but not listed on the agenda. Each speaker is limited to three minutes.

- Section 4-2 Parliamentary Rules The rules and procedures set forth in Robert's Rules of Order are hereby adopted for the government of this Board in all cases not otherwise provided for in these Rules.
- Section 4-3 Vote Required
The vote required for Board action shall be as specified in the JPA. An abstention to vote by any member shall be construed as that member not voting on a particular matter.
- Section 4-4 Alternate's Vote An agency alternate may vote on any matter under consideration only in the absence of the agency member from the meeting or as provided under Section 4-6 of these Rules.
- Section 4-5 Roll Call Each roll call of the Board shall be in alphabetical order of the name of the agency, except that the President shall be called last.
- Section 4-6 Roll Call Not Required The roll need not be called in voting upon a motion except when requested by a member. If the roll is not called, in the absence of objection, the President may order the motion unanimously approved.
- Section 4-7 Voting Ineligibility Any Board member ineligible to vote on any matter under consideration by the Board shall leave the Board table before the matter is considered and refrain from participation in any action concerning the matter.

Article 5 Meetings of Committees

- Section 5-1 Committees: Specific Committees, Notice of Meetings and General Rules

The Board or President may establish Committees from time to time to advise the Energy Council. Committees shall be subject to these Rules. Any meeting of a Committee that constitutes a quorum of the Board shall be noticed as both a meeting of the Committee and a meeting of the Board. General rules pertaining to Committees are as follows:

- (1) Only Committee members are permitted to vote on matters before the Committee.
- (2) Committees are not empowered to take final agency action on behalf of the Board.
- (3) A majority of the Committee members present and voting is required for adoption of recommendations/actions.
- (4) Board members who are not Committee members may attend Committee meetings, but will not count toward formation of the quorum necessary to conduct the meeting.
- (5) In absence of a Board member appointed to a Committee that Board member's alternate shall serve as a member of the Committee exactly as if a regular appointee to the Committee.

Section 5-2 Committee Vacancy When a vacancy occurs on any Committee, the Board shall be notified and the Energy Council President shall recommend appointment of members to said Committee, subject to confirmation by the Energy Council Board.

Section 5-3 Cancellation and/or Reschedule of Regular Committee Meetings Any regular Committee meeting of the Energy Council may be canceled or rescheduled by the President, or the Executive Director with the consent of the President, no less than seven (7) calendar days prior to the scheduled date of such meeting. Notification of cancellation or reschedule shall be mailed to all parties who are notified of regular meetings of the Committee.

Section 5-4 Special Meetings Special Committee meetings may be called by order of the President or the Executive Director with the consent of the President or by a majority of the members of the Committee. The order calling the special meeting shall specify the time of the meeting and the business to be transacted at such meeting.

Section 5-5 Adjourned Meetings Any regular meeting of the Committee may be adjourned to any date prior to the date established for the next regular meeting. Any adjourned regular meeting is part of the regular meeting. Any special meeting may be adjourned, and any adjourned special meeting is part of the special meeting.

Section 5-6 Effect of Holiday If any meeting day or adjourned meeting day falls on a holiday, the meeting of the Committee shall be specially scheduled by the Committee.

Section 5-7 Absence of a Quorum In the absence of a quorum, the members present shall adjourn the meeting to a stated time and place, and the absent member shall be notified. If all members are absent, the Executive Director shall adjourn the meeting to a stated time and place and notify all members pursuant to Section 3-7 of these Rules.

Section 5-8 Teleconferencing A Committee member wishing to use teleconferencing should notify the Executive Director, or designee, of the teleconference location at least eight (8) days prior to the affected Committee meeting. The teleconference location shall be accessible to the public. The Executive Director will identify the teleconference location in the agenda of the meeting and ensure posting of the agenda at the teleconference location. Votes at a Committee meeting where teleconferencing is used will be taken by roll call.