

**BYLAWS**  
**of the**  
**LOCAL GOVERNMENT SUSTAINABLE ENERGY COALITION**

**Revised Bylaws Effective June 22, 2016**

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**BYLAWS**  
**of the**  
**LOCAL GOVERNMENT SUSTAINABLE ENERGY COALITION**

**ARTICLE I**  
**Formation**

The Local Government Sustainable Energy Coalition ('LGSEC' or 'Coalition') originally came into being in 2007 upon execution of the original Memorandum of Understanding by the authorized representatives of two or more local public entities. LGC served as the fiscal sponsor to LGSEC. For purposes of these Bylaws, a 'local public entity' means a California city, county, community or regional energy or planning authority or organization, or a department or division thereof, and such other public community- or regionally-established entities as the Governing Board may designate.

**ARTICLE II**  
**Structure**

As of Wednesday, January 13, 2016 LGSEC functions as a Coalition of the Local Government Commission. Coalitions of LGC are networks that are aligned with LGC's mission, long term in nature, and have a special purpose or specific constituency that warrant creating a separate body to provide strategic guidance and set coalition priorities, scope of work and budget. A full description of LGSEC's relationship to LGC is available in the Support and Affiliate Agreement.

**ARTICLE III**  
**Purposes**

The purposes of the Coalition shall be to share information and resources among its member entities to strengthen and leverage their communities' commitment to a sustainable energy future. That commitment is to manage today's energy uses and resources in ways that do not compromise the environment's capacity or the community's ability to meet the needs of future generations. Core strategies are to moderate energy demand, increase energy efficiency and renewable energy production, and improve energy security and reliability, while enhancing environmental values and community well being.

## **ARTICLE IV**

### **Vision, Mission & Principles**

#### **Vision**

Local governments are a leading and innovative force in achieving energy and climate goals to create resilient and environmentally responsible communities across California.

#### **Mission**

The Local Government Sustainable Energy Coalition catalyzes local government leadership and innovation through ongoing dialogue and action to enhance current and develop new roles for local government in the California's sustainable energy future.

LGSEC provides a collective voice for its city, county and local agency members on statewide policy and program issues for sustainable energy, energy efficiency, local renewable power and related issues.

LGSEC elevates the role of local governments in shaping California's energy future through driving innovation; regulatory intervention and action; coordination of local governments' broad technical expertise; convening forums for networking; local and regional programs implementation; and, development of local leadership.

In pursuing this mission, the Coalition will be guided by the *Principles for Community Energy Sustainability*.

## **ARTICLE V**

### **Activities & Benefits**

As its funding and capabilities permit, and subject to direction from its Governing Board, the Coalition intends to:

- A. Catalyze innovation to further develop sustainable energy initiatives and innovative program development.
- B. Shape the regulatory agenda by articulating the role of local governments in sustainable energy policy decision-making and demonstrating the role of local governments in program implementation and administration.
- C. Connect local energy leaders by providing a forum for agency staff and officials to network and learn from each other, share resources and work together.
- D. Develop innovative and integrated funding and financing streams to drive investment toward clean energy projects and programs.

- E. Undertake other activities that honor its Principles, advances its Mission, and strengthens the voices of member entities, as determined from time to time by its Governing Board.

**ARTICLE VI**  
**Membership**

**Section 1. Eligibility.** Any local public entity, as defined in Article I, shall be eligible for membership in the Coalition, and shall become a member upon (1) completing the LGSEC Membership Application and (2) paying annual dues in the amounts described in Article VII.

**Section 2. Classes.** Coalition membership shall consist of three classes of members, designated as "Contributing Members," "Participating Members, and "Affiliate Members."

**Section 3. Contributing Members** are those who pay annual dues in the amount set by the Governing Board ('Board') for this class of members, and are eligible to receive information, access the Coalition's online resources, and participate in its meetings, workshops, and special events.

**Section 4. Participating Members** are those who pay annual dues in the amount set by the Board for this class of members. Participating Members are entitled to the benefits described in Section 3 for Contributing Members. They are also entitled to serve and vote on the Board, and are eligible for nomination and election by the Board to serve on the Executive Committee. Each Participating Member may nominate one individual and one alternate to represent it on the Board.

**Section 5. Affiliate Members** are those members who may not be a local public entity as described in Article I, but is a nonprofit entity as defined within the state of California that supports the work and policies of the members of the LGSEC and who pay the annual dues in the amount set by the Board for this class of members. Affiliate members are entitled to receive information, participate in meetings, workshops, and special events. They may also participate on certain committees.

**Section 6. Members' Representatives.** Upon becoming a member, each local public entity shall designate a representative for the purpose of receiving notices from the Coalition. The Coalition may rely on such designation until the member notifies it of a change in representative, and may deal with any person who claims to represent a member if the Coalition reasonably believes that such person is employed by the member.

**Section 7. Transfer of Membership.** Any current paid-up membership in the Coalition may be transferred to another department, division, or office of the same member entity subject to Board approval, which shall not be unreasonably withheld. No other membership transfers are permitted.

**Section 8. Withdrawal & Termination of Membership.** Members may withdraw from the Coalition on 30 days’ notice to other members, subject to the conditions set forth in these Bylaws. Membership in the Coalition may be terminated for any action by a member or its representative that the Board reasonably determines is detrimental to the best interests of the Coalition, or for a continuing failure to support Coalition purposes or principles following notification of such failure and a reasonable opportunity to cure. If such termination is contemplated, not later than ten (10) days before any Board meeting at which termination will be considered, the Board shall notify the member in writing of the reasons for the proposed action, and the time and place of the meeting. At the meeting, the member shall be entitled to respond to the stated reasons and to be heard in its own defense. Termination shall require the affirmative vote of a majority of the Board.

**Section 9. Limitation of Membership.** Notwithstanding any other provision of these Bylaws the Board, by affirmative vote of a majority of its members, may deny membership in the Coalition where the Board reasonably believes that a prospective member or a person or entity with which it is closely associated through contractual or other arrangements has interests that are inconsistent with or adverse to the Coalition’s interests, or that the interests of the Coalition or its members could be compromised by such membership.

**ARTICLE VII**  
**Dues & Contributions**

**Section 1. Dues.**

**Contributing Members:** determined by the population of the geographic area served by the local public entity, according to the following table:

<u>Population</u>	<u>Dues</u>
30,000 or under	\$ 750
30,001 and above	\$2,500

**Participating Members:** determined by the population of the geographic area served by the local public entity, according to the following table:

<u>Population</u>	<u>Dues</u>
75,000 or under	\$5,000
75,001 and above	\$10,000

**Affiliate Members:** determined by organization size and number of employees.

<u># of Employees</u>	<u>Dues</u>
1-49	\$1,500
50-99	\$3,500
100+	\$5,000

**Section 2. Changes to Dues Structure.** The Board may adjust membership dues annually as necessary to support the core regulatory intervention, information-sharing and educational activities of the Coalition. Dues established by the Board shall be payable upon enrollment and annually thereafter on the anniversary of enrollment, to the Local Government Commission.

**Section 3. Additional Member Contributions.** The Coalition recognizes that from time to time individual member entities or combinations of entities may wish to assign higher priority and/or greater resources to some issues and activities than the majority of voting members might choose to allocate from general dues payments earmarked for core informational and educational functions. In such cases, sub-groups of interested members may make supplemental contributions to one or more separate funds established by the Board, administered by the Local Government Commission, and dedicated specifically to addressing those issues or pursuing those activities as directed by sub-group members. The Local Government Commission shall separately account for receipts and disbursements from such funds, and shall periodically report these to the Board and to the member entities, which contribute to those funds.

**Section 4. Dues & Contributions Not Refundable.** In order to permit the Board to plan for and oversee the implementation of Coalition activities in an orderly, stable and predictable manner, member dues and contributions are not refundable.

## **ARTICLE VIII**

### **Governance**

**Section 1. Governing Board.** The affairs of the Coalition shall be managed by the Governing Board, subject to the ultimate direction of the LGC Board of Directors, whose individual members shall be the designated representatives of Participating Members.

**Section 2. Board and LGC Authority.** LGSEC's Board advises and oversees the activities of the Coalition, including managing LGSEC's membership requirements, budget, and organizational priorities, subject to the ultimate direction of the LGC Board of Directors. This also includes approving official statements and positions advanced on the Coalition's behalf in public forums. . The Board may also delegate certain of its functions to an Executive Committee as provided in this Article. LGC shall have the authority to manage LGSEC's day-to-day administration. This is further described in the Support and Affiliation Agreement.

**Section 3. Board Number and Term.** The number of Board members shall be not more than the number of Participating Members of the Coalition at any given time. Subject to the termination provisions of Article VI, Board members or their designated successors may serve for as long as the local public entity that each represents remains current in its membership dues and otherwise acts in accordance with these Bylaws.

**Section 4. Board Meetings.** The Board shall meet at least annually to review the finances of the Coalition, elect the Executive Committee, and determine overall priorities for the Coalition. Annual and special meetings of the Board may be held at any place and time, whenever called

by any officer or member of the Board. Meetings may be in person, by conference telephone or similar equipment by means of which all participants can effectively communicate with each other, and any such participation shall constitute attendance at a meeting.

**Section 5. Notice of Board Meetings.** Notice of the time, place (if any) and method of participating in Board meetings shall be given by the person or persons calling the meeting, by mail, email, telephone or other personal communication at least three (3) days before the date on which the meeting is to be held. A signed waiver of notice shall be the equivalent of notice, and a Board member's attendance at any meeting shall also constitute a waiver of notice, except where the member attends the meeting in order to object to the transaction of any business because the meeting is not properly called or convened. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice.

**Section 6. Executive Committee.** The Board may, by resolution adopted by majority vote of its members, designate and appoint an Executive Committee ("Committee") of up to five (5) Board members, which shall meet quarterly, or as the Board otherwise directs. The Committee shall exercise the authority of the Board to the extent specified in the resolution, but shall not have the authority to amend, alter or repeal these Bylaws or any resolution of the Board which by its terms provides otherwise, or to elect, appoint or remove any member of the Committee or the Board. Decisions of the Committee shall be by affirmative vote of a majority of its members.

**Section 7. Quorum.** A simple majority of the Board (>50%) shall constitute a quorum for the transaction of business, but a quorum shall be not less than three (3) members. Where a quorum is present, any business may be transacted; the Board or Committee may exercise all of its powers; and the act of a majority of members in attendance shall be the act of the Board or Committee.

**Section 8. Actions by Written Consent.** Any action required or permitted by these Bylaws or otherwise to be taken at a meeting of the members or the Board or Committee, may be taken without a meeting if a consent in writing setting forth the action taken, shall be signed by a majority of Board or Committee members entitled to vote with respect to the matter. Such consent shall have the same effect as a majority vote of members in attendance at a duly noticed meeting, and may be described as such. Email voting shall be allowed under this Section.

**Section 9. Officers.** The Board and the Committee may elect a Chair and Vice Chair, and may confer such powers and duties as the Board or Committee considers necessary or convenient for the conduct of the association's business.

**Section 10. Other Committees.** The Board may in its discretion establish working committees, appoint members to serve on them, and establish their purposes and the scope of their activities by resolution.

## ARTICLE IX

### Administrative & Financial Provisions

**Section 1. LGSEC as a Coalition of LGC.** The administrative and financial provisions associated with being a Coalition of LGC are enumerated in the Support and Affiliation Agreement, which was executed on January 13, 2016.

**Section 2. Fiscal Year.** The last day of the fiscal year of the Coalition shall be December 31.

**Section 3. Books and Records.** The Coalition shall keep at the LGC's office or at another location directed by the Board, current copies of these Bylaws, Coalition membership records (including names, addresses, classes of membership, and designated representatives), and any meeting agendas, minutes, and other documents generated or maintained by or on behalf of the Governing Board and the Executive Committee, if any; as well as correct and adequate records of Coalition accounts and finances maintained by the LGC. Records may be written or electronic if capable of being converted to writing, and shall be open upon reasonable notice and at reasonable times to inspection by any member of more than three (3) months' standing or its representative, for purposes reasonably related to its membership interests and not inconsistent with or adverse to the Coalition's mission, Principles or interests. Any costs of inspecting or copying shall be borne by the member. The use, disclosure, dissemination or sale of members' lists, meeting minutes, accounting records or any other Coalition documents obtained by inspection for any purpose actually or potentially detrimental to Coalition interests, is strictly prohibited.

**Section 4. Amendment of Bylaws.** These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board at properly noticed meeting.

### CERTIFICATION

Howard Choy, being the Chair of the Local Government Sustainable Energy Coalition, hereby certifies that the foregoing Bylaws were duly adopted by the Board as of <<INSERT DATE>>.



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Howard Choy, Chair, LGSEC Governing Board