Bylaws of the California Commissioning Collaborative

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Article I – Name, Principal Office, Purpose and Restrictions

1.01 Name. The name of the corporation is “California Commissioning Collaborative” (hereinafter, the “Collaborative” or “CCC”), a California nonprofit public benefit corporation organized for charitable purposes.

1.02 Principal Office. The Board of Directors (hereinafter, the “Board”) shall determine the location of the principal office of the Collaborative.

1.03 Purpose. The specific purpose of the corporation is to improve building and system performance by developing and promoting viable building commissioning practices in California; to facilitate the development of cost effective programs, tools, techniques and service delivery infrastructure to enable the implementation of building commissioning processes; to educate and inform concerning building commissioning processes; and to identify opportunities, establish priorities and promote solutions relating to building commissioning processes in California.

1.04 Lobbying. No substantial part of the activities of the Collaborative shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Subsection (h) of the 501(c)(3) Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distribution of statement concerning) any political campaign on behalf of, any candidate for public office. The Board will publish and maintain a procedure governing the Collaborative’s involvement in any lobbying activities.

Article II – Participants

2.01 No Members. The Collaborative shall have no statutory members. Use of the term “Member” in these Bylaws or by the Collaborative shall not create or imply statutory membership rights. The term “Member,” as used in these Bylaws and by the Collaborative, refers to Collaborative participants who have officially been accepted by the Collaborative as participants or supporters in Collaborative business or activities. Thus, Participants/Members shall have only the voting rights specifically conferred upon them by these Bylaws.

2.02 Individual Participants. Individual Participant status may be extended to persons residing within the boundaries of the state of California, who support the goals, ideals and purposes of the collaborative. Individual Participants in good standing are eligible hold office, subject to the rules and procedures set forth in these Bylaws and/or promulgated by the Board.

2.03 General Participants. General Participant status may be extended to not-for-profit entities, including governmental or quasi-governmental agencies, or utilities headquartered or having the majority of its operations within the boundaries of the state of California, and which support the goals, ideals and purposes of the Collaborative. General Participants are represented by a person designated by the
Organization, subject to the rules and procedures set forth in these Bylaws and by the Board. General Participant’s representatives are eligible to hold office, subject to rules set forth concerning officer qualifications.

[DRAFTER’S NOTE: The Board of Directors would be selected from this group.]

2.04 **Governmental Participants.** Governmental Participant status may be extended to government agencies and quasi-governmental agencies located outside the boundaries of the state of California, that support the goals, ideals and purposes of the Collaborative. Governmental Participant representatives are not eligible to hold an officer position, but may serve as a director, committee chair and on the Advisory Council.

[DRAFTER’S NOTE: This might include U.S. Department of Energy/Federal Energy Management Program and others.]

2.05 **Associate Participants.** Associate Participant status may be extended to for-profit entities, whether located within or outside the boundaries of the state of California, that support the goals, ideals and purposes of the Collaborative. Associate Participant representatives are not eligible to hold officer positions, but may serve as a director, committee chair and on the Advisory Council.

[DRAFTER’S NOTE: This might include Architectural Energy Corporation, Brown Vence & Associates, Better Buildings, New Buildings Institute, QuEST, Farnsworth Group, and CTG Energetics, Inc.]

2.06 **Reserved.** [MIGHT OTHER CATEGORIES OF PARTICIPANTS BE NEEDED?]

2.07 **Participant/Member in Good Standing.** A Participant in good standing is one who has paid current dues and assessments.

2.08 **Participant Obligation to Follow Collaborative Rules.** Each Participant agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions, policies and rules of the Board and/or duly constituted committees of the Collaborative.

2.09 **Participant Liability.** No Participant of the Collaborative and/or their respective employees shall be personally or otherwise liable for any of the debts or obligations of the Collaborative.

2.10 **Participant Resignation.** A Participant may resign from the Collaborative at any time with written notice to the Executive Director. This section shall not relieve the resigning Participant from any prior obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees arising from contract or otherwise and this section shall not diminish any right of the Collaborative to enforce any such obligation or obtain damages for its breach for that fiscal year.

2.11 **Participant Year.** The Participant’s participation period is the Collaborative’s fiscal year beginning July 1 and ending June 30. Status as a Participant is automatically continued upon payment of annual dues except for Participants who no longer meet the criteria for participation as set forth in these Bylaws.

2.12 **Participant Approval Mechanism.** The Collaborative’s Participant applications will be duly processed and approved by the Collaborative’s Executive Director. The Board of Directors may establish written criteria for purposes of evaluation of Participant applications. Applications not clearly fitting into categories described in 2.02 through 2.05 will be presented to the Board by the Executive Director for their consideration, as necessary.

2.13 **Participant Exclusion Appeal.** Participant applications rejected by the Executive Director, and which the applicant believes should have been approved, may receive a review by the Board. All requests for appeal must be submitted to the Executive Director in writing within 30 days after notification of the denial of status as a Participant.

2.14 **Termination.** Status as a Participant shall be suspended or terminated whenever the Board, or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of Participant, on 90 days notice to the Collaborative; (b) expiration of the period of participation, unless Participant status is renewed on the renewal terms fixed by the Board; (c) failure of a Participant to pay dues, fees, or assessments in the amount and under the terms set
by the Board; and (d) occurrence of any event that renders a Participant ineligible for participation, or failure to satisfy participant qualifications.

Article III – Dues

3.01 Dues. The Board shall set dues and fees, make special assessments and set the terms of payment for all Participant categories. Participant dues will be billed on a Fiscal Year, starting July 1 and ending June 30, and shall be due and payable within sixty (60) days of the original billing date. Late participant dues will be referred to the Board for appropriate action (as determined by the Board). Dues of new Participants, applying after January 1, shall be one-half (1/2) of the annual dues.

3.02 Refunds. No dues, special assessments or fees will be refunded.

3.03 Special Assessments. The Board may impose special assessments on Participants for the purposes, and in the manner and proportion it deems necessary and prudent, to fulfill the mission and purposes of the Collaborative.

Article IV – Board of Directors

4.01 Board of Directors. The Board is the Collaborative’s governing body and is charged with the responsibility and authority for the policy direction of the Collaborative.

4.02 Composition of Board. The Board shall consist of nine (9) voting Directors and one (1) non-voting, Ex-Officio Executive Director. The ten directors shall be elected/appointed as follows:

a. One (1) shall be the designated representative of the Pacific Gas and Electric Company (PG&E), and ratified by the then-current Board of Directors.

b. One (1) shall be the designated representative of Southern California Edison (SCE), and ratified by the then-current Board of Directors.

c. One (1) shall be the designated representative of the Southern California Gas Company (SoCal Gas), and ratified by the then-current Board of Directors.

d. One (1) shall be the designated representative of Public Interest Energy Research (PIER), and ratified by the then-current Board of Directors.

e. One (1) shall be the designated representative of the U.S. Department of Energy/Federal Energy Management Program (USDOE/FEMP), and ratified by the then-current Board of Directors.

f. One (1) shall be the designated representative of San Diego Gas and Electric (SDG&E), and ratified by the then-current Board of Directors.

g. One (1) shall be the designated representative of the Sacramento Municipal Utility District (SMUD), and ratified by the then-current Board of Directors.

h. One (1) shall be a Commissioner or designated representative of the California Energy Commission, (CEC) and ratified by the then current Board of Directors.

i. [OPTIONAL] Two (2) shall be at-large Participants of the Collaborative elected by the Board of Directors. The at-large directors position shall represent the diversity of the remaining Participants, taking into account sizes and geographic regions served.

Each Collaborative Participant may hold only one Director position. All eligible appointed and elected Directors must meet the requirements of the Bylaws. In the event that a Director is unable to attend any meeting of the Board of Directors, the Alternate Designated Representative may serve as a director in the absence of the Director, with full voting rights (if voting rights exist for that director) provided the Alternate Designated Representative has been designated an Alternate Director and ratified as such by the then current Board of Directors. All rules and requirements applicable to Directors shall also apply to Alternate Directors unless otherwise provided in these Bylaws or action of the Board of Directors.
4.03 Attendance Obligation. Directors (but not Alternate Directors) missing three (3) consecutive regular Board meetings, may be removed from office by specific action of the Board. Participation by conference call is a recognized form of Board meeting attendance, if absolutely necessary.

4.04 Directors Term of Office. Terms of office for directors shall be two (2) years. One half (1/2) of Board members shall be elected in even numbered years and one half (1/2) in odd numbered years. The number of consecutive terms that may be served by Board members is not limited.

4.05 Reserved.

4.06 Vacancies. The group or Participant that selected a director shall fill any vacancy in that position, subject to ratification by the Board of Directors.

4.07 Call to Meetings. The Chair, Vice-Chair, or any three Directors may call a meeting of the Board.

4.08 Notice. The Board may hold regular meetings without notice at the time and place for the regular meetings fixed by the Board, and may hold emergency meetings with notice appropriate to the circumstances, if any person authorized to call a meeting determines that an emergency exists and calls an emergency meeting. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, e-mail, telegraph or facsimile.

4.09 Quorum. A majority of the number of Directors present, but in no event fewer than five (5), constitutes a quorum of the Board for the transaction of business. In the event of a tie, the Executive Director may cast a deciding vote.

4.10 Board Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to Participants, directors and officers, to the extent they are consistent with the Nonprofit Public Benefit Corporation Law and Section 501(c)(3) of the Internal Revenue Code.

4.11 Strategic Plan. The Board shall support the development of and approve long range plans for the activities of the Collaborative.

4.12 Annual Budget. The Board shall adopt an annual Collaborative budget.

4.13 Audit. An audit of the Collaborative’s financial records will be conducted no less than once every two years.

4.14 Designated Representative. Each organizational (non-individual) Participant shall appoint a designated representative, and may appoint an alternate designated representative, to act on its behalf. In addition, the Designated Representative who is eligible for selection as a Director or Alternate Director shall be a regular employee (or annuitant) from and represent the sponsoring Participant’s company/agency management and shall possess the authority to make policy decisions, and resource commitments on behalf of that Participant, subject to approval of the Participant’s governing body (if necessary). Each Participant will provide the name of its designated representative and alternate designated representative, if any, on or before January 1st of each year and provide updates as necessary.

4.15 Visitors at Meetings. Visitors who are CCC Participants are permitted at CCC meetings unless otherwise directed by the Board, or unless matters involving confidential or otherwise sensitive matters are being discussed. If such cases, visitor Participants shall be excluded only for the duration of discussion of the confidential matter. Visitor rules apply to committee meetings as well as meetings of the Board.

Article V – Officers

5.01 Officers. The Officers of the Collaborative are the Chair, Vice-Chair, Secretary, Treasurer and Executive Director and such other Officers as the Board may determine. The Board shall have the authority, in its discretion, to combine the Secretary and Treasurer positions into a single position (Secretary-Treasurer) and to disaggregate such a position’s responsibility back into its constituent parts.
5.02 Qualifications. All Officers, except the Executive Director, shall be Directors. If the Board designates other officers, it shall specify the qualifications for each office.

5.03 Selection and Term of Office. The Board shall select each of the Officers and provide for the term of office for each. In the event that an Officer is a representative of an organizational (non-individual) Participant, and that representative ceases to be designated by the Participant, the Officer position shall be considered vacant and filled pursuant to Article 5.04.

5.04 Officer Vacancies. The Board may fill Officer vacancies with Directors as it sees fit.

5.05 Duties. The Officers perform those duties assigned to them by the Board, including those duties, which the Board shall set forth in specific position descriptions for each Officer. The Chair shall serve as the presiding Officer of the Board. In the absence of the Chair, the Vice-Chair shall serve as presiding officer.

5.06 Executive Director. The Board shall employ, either directly or through a management contract, an Executive Director, who is hereby declared a non-dues paying, non-voting member (except under the conditions as specified in 4.09, above) of the Collaborative with the terms and conditions of employment being specified in an appropriate employment/management contract. The Executive Director shall manage the daily activities of the Collaborative subject to Board policy and general oversight.

Article VI – Advisory Council

1. Advisory Council. The Board of Directors shall appoint an Advisory Council of qualified individuals to make recommendations and advise the Board of Directors concerning technical and other matters of importance to the Collaborative. The Advisory Council shall serve in an advisory capacity only, and shall be accountable to the Board of Directors. Members of the Advisory Council shall not be officers or directors of the Collaborative in the legal sense. The goals and objectives, authority, number, qualifications, terms of office, method of selection of Advisory Council members, and rules pertaining to the Advisory Council shall be determined or established by the Board of Directors.

[DRAFTER’S NOTE: The term “council” rather than “Board” is used here to distinguish between the Board of Directors and the Advisory group. It is permissible to use the term “Advisory Board” if desired, but doing so may result in some confusion.]

Article VII – Committees

7.01 Committees. The Board or Chair may create committees to which it may delegate various functions; the Board or Chair shall provide each such committee with a specific charge or mission statement to include a specific definition of the committee’s authority. In the case of a committee established by the Chair, the committee shall have the authority only to take actions authorized by the Board. Any Director and the Executive Director may elect to be ex-officio members of all committees unless otherwise directed by the Board.

7.02 Executive Committee. There shall be an Executive Committee, which shall consist of the Officers and any other members of the Board of Directors designated by the Board. As a subcommittee of the Board of Directors, the Executive Committee is empowered to take any action which could lawfully be taken by the Board of Directors between meetings of the Board of Directors, subject to the provisions of this policy. Generally, final decisions on actions and issues should be made by the Board of Directors unless doing so is impractical. All actions taken and policies approved by the Executive Committee shall be included on the agenda for the next Board of Directors meeting for full disclosure, discussion, and ratification or revocation. All actions taken or policies approved by the Executive Committee must be consistent with existing CCC policies and resolutions. Unbudgeted financial expenditures by the Executive Committee are limited to $5,000.

7.03 Nominating Committee. There shall be a Nominating Committee for the purpose of nominating persons to serve in the at large appointed positions on the Board and Advisory Council. The Nominating Committee, appointed by the Board, shall consist of a minimum of two Directors and one representative from General Participants. The Nominating Committee shall take steps to ensure that
appropriate candidates are nominated and that each of those candidates is willing to serve on the Board. The committee is charged with ensuring its nominees, if elected, will complete the Board such that it represents the diversity of Participant types, sizes and geographic regions served by its General Participants. The Committee shall transmit the names to the Board in a timely fashion so as to permit the orderly conduct of an election by written ballot, oral or show of hands vote.

7.04 Finance Committee. There shall be a Finance Committee, which shall be chaired by the Treasurer, and include at least two other Directors appointed by the Board. The Executive Director shall serve as an ex officio member of the Finance Committee, without the right to vote. The Finance Committee shall oversee financial matters of the organization, and oversee preparation of budgets, reports and recommendations for the Board, but shall have no authority to approve budgets or financial expenditures.

7.05 Meetings. All committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in details.

Article VIII – Records and Reports

8.01 Maintenance of Collaborative Records. The Collaborative shall maintain records in accordance with, and shall permit inspection of records to the extent required by the California Nonprofit Corporation Law.

Article IX – Indemnification and Insurance

9.01 Indemnification. To the fullest extent permitted by the law, the Collaborative shall indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance or non-performance of duties performed in good faith on the Collaborative’s behalf. An “Agent” for purpose of these Bylaws shall include Directors, Officers, Executive Director, General PARTICIPANTS, Associate Participants and their representatives, and employees.

9.02 Insurance. The Collaborative shall purchase and maintain directors and officers and such other insurance to the extent determined appropriate by the Board on behalf of its agents against any liability asserted against or incurred by the agent arising out of the agent’s status as such.

Article X – Dissolution

10.01 Dissolution: The Board upon approval of a 2/3 majority vote of General Participants may dissolve the Collaborative pursuant to the California Nonprofit Public Benefit Corporations Law. Upon the dissolution or winding up of the Collaborative, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Collaborative shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI – Amendment of Bylaws

11.01 Amendment of Bylaws. The Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors. The general nature and text of all proposed Bylaws shall be clearly and completely set forth in the notice of the meeting at which action will be taken on that proposed change.

Article XII – Interpretation

12.01 Interpretation. These Bylaws constitute a written agreement between the Collaborative and its Participants, Directors and Officers. The Bylaws should be interpreted in connection with the California Nonprofit Public Benefit Corporations Law, which supplements and controls these Bylaws. This provision of the Bylaws should be cited: “Bylaws 12.01.”