

Northern Westchester Energy Action Consortium
By-Laws Draft 2 (dated March 10, 2010)

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General Municipal Law §239-n authorizes cities, towns and villages in New York to create intermunicipal relations councils to conduct surveys and research, to provide for the distribution of information, to cooperate with county, state and federal agencies, to conduct local and intercommunity planning, and to provide a forum for local municipalities to explore and develop areas for municipal cooperative activities as further authorized under Article 5-G of the General Municipal Law.

I. Organization Name: The name of the Organization is the Northern Westchester Energy Action Consortium, a municipal partnership (the “Consortium”). The Consortium mailing address is;

Northern Westchester Energy Action Consortium
PO Box 681
Somers, NY 10589

The Towns of Bedford, Cortlandt, Lewisboro, New Castle, North Castle, North Salem, Ossining, Pound Ridge, Somers and Yorktown, the City of Peekskill, and the Villages of Croton-on-Hudson, Ossining, and Mt Kisco, in Westchester County, New York, (the “Cooperating Municipalities”) share the goal of increasing energy efficiency throughout their communities, reducing energy costs for municipal, educational, not-for-profit, commercial, and residential entities. The Cooperating Municipalities shall be the members of the Consortium and shall have the option to opt-in or opt-out of any program, project, or initiative of the Consortium that is in their best interest and funding capability.

II. Purpose of the Organization

The Cooperating Municipalities share an interest in:

- a. Establishing Energy Audit Procedures
- b. Decreasing Energy Demands
- c. Encouraging Renewable Energy Alternatives
- d. Maximizing the Benefits of Recycling and Other Solid Waste Management Practices
- e. Promoting Energy Efficient Land Use Planning
- f. Supporting a Green Innovation Economy
- g. Informing and Inspiring the public of energy saving opportunities
- h. Maximizing benefits over the longest possible terms
- i. Creating local green jobs
- j. Fostering sustainable practices as integral to local climate action

plans in the region

Toward this end, the Consortium members shall each contribute funds to the establishment of the Consortium to create and administer programs and as set forth above. It is the intention of the Consortium that these programs will become self-sustaining,

III. Consortium.

The Consortium anticipates undertaking analyses and making potential recommendations for action in a wide array of policy domains for the Cooperating Municipalities to consider, including, but not limited to the following topics;

- A. implementing a municipal or regional energy management program;
- B. enhancing the reliability of our electric supply;
- C. offering the opportunity for homeowners and local businesses to earn money by accessing features of electric markets that pay for intelligent management of energy consumption;
- D. offering the opportunity for homeowners and local businesses to gain knowledge about their real-time consumption to gain better control over that consumption;
- E. achieving cost and research savings in the implementation of energy management through collaborative efforts;
- F. achieving intermunicipal cooperation for efficiency and conservation measures in which there is strength in numbers;
- G. analyzing various solid waste management programs in the region for efficiency and conservation measures;
- H. securing and sharing Federal, State and County agency funding to accomplish these efforts and goals;
- I. coordinating efforts with Federal, State, and County agencies and authorities to assure that activities are compatible with the plans and programs of the cooperating municipalities;
- J. leveraging Federal, State and County resources along with other public and private resources to accomplish these objectives; and
- K. explore new arrangements, Consortiums for the purpose of which is to grow and increase the regional impact of the Consortium.

III. Membership

- a. The fourteen Cooperating Municipalities listed in Section I are shall be members from one calendar year to the next, and such other municipalities as are admitted from time to time, with a town, village, city municipal board resolution action

1/9/19 5:00 PM

Shouldn't we change this to say "Each of the the Cooperating Municipalities and any new cooperating municipality not set forth in Section II hereinabove shal each be considered a Member from one calendar year to the next..."

completed in conjunction with the approval of the original Intermunicipal Agreement of 2010.

- b. The fiscal and programmatic year for the Consortium shall be the calendar year. The Consortium membership shall be continuous.
- c. A Member may withdraw from the Consortium with a letter from the chief elected official, and a certified copy of a board/council resolution submitted to the Consortium Secretary no less than sixty (60) days notice prior to the end of the fiscal year. Any jurisdiction withdrawing from the Consortium may request of the Board of Directors a prorated refund of their annual dues. Annual dues for the current year will not be refunded.
- d. A municipality not currently in the Consortium may apply for membership in the Consortium via the submission of a letter from the chief elected official to the Consortium Board of Directors Secretary requesting Consortium membership. Such request must be accompanied by a certified resolution of the municipal board/council authorizing membership. Upon receipt, the Consortium Board of Directors shall place the request to join the Consortium on the agenda for the next regularly scheduled meeting of the Board of Directors.

Today, 2:46 PM
It has been suggested this be changed to fifteen days notice.

IV. Board of Directors & Depository Member

- a. There shall be one director from each Cooperating Municipality. The initial Consortium Board of Directors shall consist of fourteen (14) members comprised of the chief elected official of each member or their designee. Thereafter, the number of Directors shall equal to the number of Cooperating Municipalities, with a Director to be an individual named in each member jurisdiction's annual organizational meeting of its elected officials.
- b. The Consortium Board of Directors shall hold its organizational meeting no later than February 15th of the fiscal/programmatic year. The exception is the year 2010.
- c. The Depository Member municipality for the Consortium General Fund is also to be appointed, for a one year term, by a majority vote of the Board of Directors during the Consortium organizational meeting to be held no later than the February 15th annual meeting. This municipality shall hold and manage the funds of the consortium for so long as it is the Depository Member, pursuant to the directions of the Treasurer, and all funds shall be held in risk-free bank accounts and/or fixed income accounts or securities.
- d. Consortium member municipalities may also designate themselves as "lead" municipalities to apply for, receive, distribute, enter into municipality agency

contracts, and otherwise manage municipality grant funds for specific projects that are consistent with the Consortium Strategic Activities. Consortium member municipalities may opt-in or opt-out of any specific program and affiliated funding source.

V. Officers/Executive Board

- a. An Executive Board consisting of a Chairperson, Vice Chairperson, Secretary, and Treasurer shall comprise the officers. The Consortium Treasurer is not required to be affiliated with the Depository municipality member.
- b. The Consortium Board of Directors Vice Chairperson shall serve and perform the duties of the Chairperson in any absence of the Chairperson.
- c. A member of the Board of Directors may resign from any officer position on the Executive Board or from the Board of Directors with a letter to the Board of Directors Chairperson and Board of Directors Secretary stating the resignation. The Board of Directors Secretary shall receive and place the resignation letter as correspondence on the next Board of Directors regular meeting agenda.
- d. To fill a vacancy in any Officer position, the current Board of Directors Chairperson shall appoint a current member of the Board of Directors to the Executive Board/Officer position to serve out the current term.
- e. To fill a vacancy in any Board of Directors position, the current Board of Directors Chairperson may appoint an eligible individual as a Board of Directors member to serve out the current term.
- f. The Officers/Executive Board shall come from the Board of Directors. The current Vice-Chairperson shall appoint an Officer/Executive Board nominating committee of at least 3 Board of Directors members to prepare a slate of candidates. The slate of nominated candidates is presented to the full Board of Directors at the annual organizational meeting held prior to February 15th. The Board of Directors shall vote on the nominating slate as a whole and require a quorum of a majority plus one vote. In the event that the majority plus one vote rejects the nominated slate, the Vice Chairperson shall convene the nominating committee for a new slate of candidates to present to the current Board of Directors at the next regular meeting. All individuals in current Executive Board/Officer positions would remain serving until voted replacements are installed.
- g. Term limits, the Consortium Officers/Executive Board shall not serve longer than two consecutive terms (two years), in any one position. The new officers/Executive Board's term shall take effect immediately upon Board of Directors vote.

V. Program Committee

- a. A Program Committee, not exceeding fourteen (14) members, or the number of Consortium members, if different, shall be identified and named each year at the Consortium annual organizational meeting. The Program Committee shall consist of at least one municipal staff or citizen volunteer from the various municipal Advisory Energy Action/Climate Change/Other Citizen Committees within the Consortium member municipalities.
- b. The Program Committee is responsible for the development and implementation of various projects and initiatives approved by the Board of Directors that are consistent with the goals, purpose and strategic activities of the Consortium.
- c. The Program Committee is a non-voting group for any official Consortium business and provides an advisory role.
- d. The Program Committee shall meet according to their own schedule and shall report to the Board of Directors at the quarterly meetings.

VI. Committees

- a. Committees and Sub-Committees will be formed from time to time as needed and named as needed by the Board of Directors. These committees will report as required to the Board of Directors at the regular Board of Directors meetings or at special meetings called by the Board of Directors. Examples of committees include but are not limited to grant writing, solid waste, member municipality liaison, green fleets, sustainable food, renewable energy etc. Committees will not vote on any official business of the Consortium.
- b. The role and responsibilities of any such committee shall not conflict with the role and responsibilities of the Program Committee which shall prevail.
- c. The committees will meet as needed and name their own committee members to complete their assigned tasks to complete the purpose and strategic activities of the Consortium.

VII. Meetings & Order of Business Board of Directors

- a. The Board of Directors shall meet quarterly in the calendar year, on the second Thursday in January, February, April, July and October. All quarterly meetings shall have meeting notifications, announcements, and proceedings etc. that comply with all New York State Open Meetings Law requirements. The current

Board of Directors Chairperson shall determine and announce the location, and time of the regular and special meetings of the Board of Directors.

- b. Special meetings of the Board of Directors may be called from time to time by the Board of Directors Chairperson with notification by the Board of Directors Secretary on no less than five (5) business days notice prior to the meeting. The notification of time and place for any special meeting shall include the special meeting agenda.
- c. A quorum to conduct business at the quarterly meetings or special meetings shall be attendance by a majority of the Board members.
- d. The Consortium Secretary shall prepare and distribute all meeting agendas to Board of Directors via e-mail, fax, or hard copy prior to the scheduled meeting.
- e. Standard minutes of the Board of Directors meetings will be kept by the Board of Directors Secretary and distributed via e-mail, fax or hard copy to all Board of Directors members no later than ten business days after the meetings.
- f. The Order of Business for the Consortium Board of Directors meetings will be standard Robert's Rules of Order.

VIII. Voting & Decision Making Board of Directors

The voting and decision making procedures of the Board of Directors shall be Robert's Rules of Order. There shall not be any proxy or absentee voting procedures for any Consortium business.

IX. Membership Dues/Annual Fees

Consortium membership requires a basic annual member dues payment from each municipal member. The annual dues will be proposed by the Board of Directors and adopted by the membership. For the initial year, calendar 2010, such annual dues will not exceed \$1,000 per municipal member, payable to the municipality designated as administrator of funds under the terms of this agreement.

Any change in the membership annual dues shall require an amendment to these By-Laws and shall require written notification from the Consortium Secretary of the intent to change the annual membership dues at least sixty (60) days prior to the end of the fiscal/calendar year. In the event that the Board of Directors determines the additional funds beyond the annual member dues are needed for the administration and operation of the Consortium in a given fiscal year, the Board shall propose cost sharing and fund raising methods to the Consortium membership in a timely manner in advance of commitments for the disbursement of such funds.

X. Salaries

There are no salaries, wages, stipends, benefits or any other monetary compensation for any volunteer Board of Directors Member, committee member, or sub-committee member identified and charged with duties in these By-Laws.

XI. Conflicts of Interest

No Consortium Board Member, standing committee member or sub-committee member shall receive any compensation as a result of or be a principle, partner, and stakeholder in any business or industry conducting business with or on behalf of the Consortium.

XII. Fiscal Policies

The Fiscal year shall be calendar year. Annual accounts shall be presented by the Treasurer no later than June 30th following the end of each fiscal year, and shall comply with generally accepted accounting principles.

XIII. Amendments

These By-Laws may be amended or repealed by an affirmative vote of Seventy (70%) percent of the members of the Board of Directors. Any proposed amendments to these By-Laws must be provided in writing to each Board of Directors member not less than thirty days before the meeting to consider the amendment. Amendments to these By-Laws shall be only considered and placed on the agenda during any of the regular quarterly Board of Directors meetings. Amendments approved by the Board of Directors shall be written into these By-Laws and distributed to each Board of Directors members with ten business days of the quarterly meeting.

XIV. Appendices

Northern Westchester Energy Action Consortium-Intermunicipal Agreement, dated_____.