



STATE OF RHODE ISLAND
**ENERGY EFFICIENCY &
RESOURCE MANAGEMENT COUNCIL**

CONSULTANT TEAM

Council By-Laws Update

Presented By: EERMC Consultant Team

Date: March 16, 2023





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BACKGROUND





Background

In accordance with RIGL §42-140.1-6 the Council has the ability to adopt and amend bylaws

The Council last adopted updates to its current set of by-laws in October 2017

Over the past year Councilors have expressed interest in revisiting the by-laws

Today's goal is to review and discuss some areas for potential updates, including some proposed redlines

Resolution of open questions (including any necessary clarifying language) and redlines will be finalized by EERMC's Counsel



By-Law Sections

The current By-Laws contain seven Articles:

- I. **The Council** – Name, purposes and powers, seal, office, fiscal/program year, nondiscrimination
- II. **Council Membership** – Composition, term of office, vacancies, resignations, removal, prohibition of compensation
- III. **Officers** – Number and title, duties of the chair and vice chair, executive director and its duties
- IV. **Committees** – executive committee, other committees, task forces and other non-member committees, committee meetings
- V. **Council Meetings** – meetings, notice of meetings, specifications of business, notice of cancelled meetings, special meetings, quorum, voting, executive session, conflict of interest
- VI. **Amendments to By-Laws**
- VII. **Parliamentary Authority / Other Operating Procedures** – parliamentary procedure, roll call vote



UPDATE CONSIDERATIONS





Article I

The Council

Open Question: Should the Council consider adding language that would allow it to develop other names for public engagement and education?

Open Question: Do contracts always need to go through OER, or can they be entered into by the Chair and Vice Chair?



Article I

The Council

Section 2 – Purposes and General Powers and Duties

- (3) Submit to the ~~joint committee on energy~~ House, House Environment and Natural Resources Committee, Senate, and Senate Agriculture and Environment Committee “an annual report on/or before April 15 of each year, commencing in 2008...”

Section 3 - Seal

- The seal shall ~~include~~ identify the EERMC and include a graphic as approved by the EERMC Education Committee. The seal shall be distinct from that of the Office of Energy Resources. ~~the words “State of Rhode Island Energy Efficiency & Resource Management Council” positioned around a graphical representation of the sun, land, and sea.~~

Section 4 - Office

- ~~The administrative office of the Council shall be located at the office of its executive director~~

Section 5 – Fiscal/Program Year

- The fiscal/program year of the Council shall ~~be on calendar year basis beginning on the first day of January and ending on the thirty first day of December~~ align with the State of Rhode Island fiscal year.



Article II

Council Membership

Open Question: Regarding removal or resignations, do the By-Laws allow a recommendation be made to the Governor for a new Council member while there is a sitting member? Is clarifying language needed on this topic?

Section 3 - Vacancies

- Pursuant to RIGL §42-140.1-4(d), A vacancy other than by expiration shall be filled in the manner of the original appointment but only for the unexpired portion of the term. ~~The appointing authority shall have the power to remove its appointee for just cause.~~

Section 6 – Prohibition of Compensation of Members

- Pursuant to RIGL §42-140.1-4(e), the members of the council shall not be compensated for their service but shall be reimbursed for their actual expenses necessarily incurred in the performance of their duties. ~~The provisions of this section shall not apply to the executive secretary/executive director.~~



Article III Officers

Section 2 – Duties of the Chairperson

- **Open Question:** What is meant by “Execute instruments”?

Section 5 – Duties of the Executive Director

- **Open Question:** What are responsibilities around keeping the Council informed about pertinent local, statewide, regional, and national developments in the field of EE, renewables, etc.?
- **Open Question:** What are responsibilities around ensuring that all orders and resolutions of the Council are effected?



Article IV Committees

Section 1 – Executive Committee

- **Open Question:** Are there additional responsibilities Executive Committee should have, such as developing meeting agendas, making policy recommendations, etc.?
- The Committee ~~shall~~ **may** be responsible for:...
- B: Evaluating the performance of members annually, **including evaluation of meeting attendance and conduct;**

Section 3 – Task Forces and Other Non-Member Committees

- **Open Question:** Is clarifying language needed to ensure that these task forces (e.g. RFP Technical Review teams) are not restricted by Open Meeting laws?



Article V

Council Meetings

Section 1 – Meetings

- The Council shall meet monthly at a place, date and time to be designated by the Chairperson. The meetings shall be open, accessible to the general public **both physically and virtually**, and keep regular minutes of its proceedings and report the same to the Council when required in accordance with RIGL §42-46, Open Meetings.

Section 2 – Notice of Meetings

- **Open Question:** Should language be added to set expectation that Council Materials should be distributed seven days in advance of any scheduled meeting?

Section 8 – Executive Session

- The Council, upon an affirmative vote of a majority of ~~its members~~ **present members**, may ~~vote to go into~~ **enter an** executive session, and hold a meeting closed to the public.

Section 9 – Conflict of Interest

- Add “**If necessary, the Council may seek arbitration from the Rhode Island Conflict of Interest Board to advise on or remediate conflicts of interest.**” to the end of the first paragraph



NEXT STEPS





Next Steps

March 16 – Council discusses existing by-laws proposed redlines

April 6 – C-Team, ExCom, and Legal Counsel finalize and distribute a final redline version for Council review

April 20 – Council vote on proposed By-Law amendments



Council Member Discussion

