



**THE BY-LAWS
of the
RHODE ISLAND ENERGY EFFICIENCY AND
RESOURCE MANAGEMENT COUNCIL**

Adopted October 19, 2017
Pursuant to RIGL §42-140.1-6(b)

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Article I -The Council

Section 1. Name: The Rhode Island Energy Efficiency and Resource Management Council – hereinafter referred to as “the EERMC” or “the Council” – is authorized, created, and established pursuant to Rhode Island General Law (RIGL) §42-140.1.

Section 2. Purposes and General Powers and Duties: Pursuant to RIGL §42-140.1-3, the purposes of the EERMC are:

- (1) “Evaluate and make recommendations, including, but not limited to, plans and programs, with regard to the optimization of energy efficiency, energy conservation, energy resource development; and the development of a plan for least-cost procurement for Rhode Island; and”
- (2) “Provide consistent, comprehensive, informed and publicly accountable stake-holder involvement in energy efficiency, energy conservation, and energy resource management; and”
- (3) “Monitor and evaluate the effectiveness of programs to achieve energy efficiency, energy conservation, and diversification of energy resources; and”
- (4) Promote public understanding of energy issues and of ways in which energy efficiency, energy conservation, and energy resource diversification and management can be effectuated.

Pursuant to RIGL §42-140.1-5, the EERMC shall have the power to:

- (1) “Develop and recommend for implementation plans, programs and standards for energy conservation, energy efficiency, and diversification of energy resources.”
- (2) “Monitor and evaluate plans and programs for energy conservation, energy efficiency and diversification of energy resources; in order to effectuate such evaluations the council may request audits, including performance audits, of any program for energy conservation, energy efficiency or diversification of energy resources, that is established pursuant to Rhode Island law or is administered by a state agency, a request for an audit of any program operative pursuant to an order or decision of the public utilities commission shall be made to the commission; the council may make findings and recommendations with regard to changes, modification or continuation of any programs which it has authority to monitor or evaluate.”
- (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, regarding the activities of the council, its assessment of energy issues, the status of system reliability, energy efficiency and conservation procurement and its recommendations regarding any improvements which might be necessary or desirable.”
- (4) “Participate in proceedings of the public utilities commission that pertain to the purposes of the council, including but not limited to proceedings regarding least-cost procurement as provided for in § 39-1-27.7.”
- (5) “Advise electric distribution companies with regard to implementation of least cost procurement.”
- (6) “Advise the commission of energy resources, and recommend policies, standards, strategies, plans, programs, and procedures with regard to functions of the office of energy resources including but not limited to plans, strategies, and programs to:

Commented [CJ1]: Should the Council consider adding language that would allow it to develop other names for public engagement and education?

Commented [CJ2R1]: Message from Councilors is that they would like to include some language around this. Legal Counsel should provide recommendations for location and language.

Commented [KB3R1]: Name is statutory.

Commented [CJ4]: Do contracts always need to go through OER, or can they be entered into by the Chair and Vice Chair?

Commented [CJ5R4]: Marisa - was previous discussion on this in the past...if OER signs has to go through state procurement. If OER doesn't sign, then EERMC contracts directly.

Steve - In legislation that establishes EERMC, does prescribe OER as Executive Secretary. Is there a way to differentiate between signing on without it formally being signed off.

Commented [KB6R4]: Yes.

Commented [KB7]: The “Joint committee on energy” language is statutory.

- a. implement cost-effective energy conservation and energy efficiency programs;
 - b. promote the development of eligible renewable energy resources for Rhode Island;
 - c. foster distributed generation of electricity and demand response;
 - d. assist low-income households in meeting energy needs; and
 - e. coordinate the use of funds, resources, and programs from diverse resources to achieve the purposes of the office.”
- (7) “Consider such other matters as it may deem appropriate to the fulfillment of its purposes, and may advise the governor, the general assembly, other parties, and the public with regard to matters pertaining to its purposes and duties, which advice may include findings and recommendations.”

The EERMC has additional general powers, pursuant to RIGL §42-140.1-6, which include:

- (1) To make any studies of conditions, activities, or problems related to the state's energy needs, usage, and supplies to carry out its responsibilities.
- (2) To adopt amend bylaws, to establish committees, to elect and/or appoint officers and agents, and to engage consultants and professional services as necessary and appropriate to fulfill its purposes.
- (3) To accept and administer grants from the federal government and from other sources, public or private, for the carrying out of any of its functions, which loans or grants shall not be expended for other than the purposes for which provided.
- (4) To work with the appropriate federal, regional, and state agencies, and private entities.
- (5) To apply for, accept and expend allocations, grants and bequests of funds, for the purpose of carrying out the lawful responsibilities of the council.

The EERMC shall have the power to enter into contracts with persons and entities in furtherance of its purposes. The EERMC shall have such additional purposes and powers as may be delegated to it from time to time by the General Assembly, and all incidental powers as may be necessary and practical for carrying out its purposes and duties as herein described

Section 3. Seal: The seal shall ~~include identify the EERMC and include a graphic as approved by the EERMC Education Committee. The seal may 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 ~~may shall~~ be located at the offices of its executive director.

Section 45. 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.~~

Section 56. Nondiscrimination: The members, officers, employees, service-providers and other persons or organizations selected and/or served by and for the Council shall be treated and considered entirely on a nondiscriminatory basis with regard to sex, marital status, sexual preference, race, religion, disability, national origin or age, except as applicable to federal or state mandated eligibility criteria for specific programs or services.

Commented [CJ8]: Steve - Assume Council would want to bring to the full Council, not just Education. Not sure being distinct from OER is required in the by law

Commented [CJ9R8]: Addressed.

Commented [KB10R8]: Usually a more specific description is preferred to ensure that a seal is legitimate. Reduces possibility of unauthorized seals being used

Commented [CJ11]: Steve - We shouldn't strike this.

Marisa - Change shall to may

Commented [CJ12R11]: Addressed.

Commented [KB13R11]: A specific office location is usually designated so that it is understood where EERMC operates and any records are kept.

Commented [CJ14]: Sam - Effectively mean there is a 6 month holding period, offset by a lag of 6 months.

Sam - Question is there interest in exploring what this would look like, if no don't move forward, if yes, then we can think more about pros/cons

Commented [CJ15R14]: Steve - need more time to explore this topic rather than making changes in bylaws next month.

Peter - could change "shall" to "may"

Marisa - Practical implication of this? Need to run this by RIE and PUC.

Commented [KB16R14]: Should be Calendar year so it aligns with EERMC's allocation and budget setting requirements

Article II - Council Membership

Section 1. Composition of the Council: The membership of the Council shall be governed by RIGL §42-140.1-4. The Council shall consist of fifteen (15) members appointed by the governor with the advice and consent of the senate.

- A. Eleven (11) members shall be voting members, and the governor shall give due consideration to appointing persons with knowledge of:
 - 1. energy regulation and law;
 - 2. large commercial/industrial users;
 - 3. small commercial/industrial users;
 - 4. residential users;
 - 5. low income users;
 - 6. environmental issues pertaining to energy;
 - 7. energy design and codes;
 - 8. large nonprofit institutional users;
 - 9. small nonprofit institutional users;
 - 10. energy efficiency education and employment tracking; and
 - 11. municipal energy users.
- B. Four (4) members shall be ex-officio, non-voting members, representing:
 - 1. an electric distribution entity;
 - 2. a gas distribution entity;
 - 3. fuel oil or heating fuel industry; and
 - 4. the commissioner of the office of energy resources.
- C. From the eleven (11) voting members, the governor shall appoint one person to be chairperson of the council and one person to be vice chairperson of the council.
- D. The commissioner of the office of energy resources shall be the executive secretary and executive director of the council.

Section 2. Term of Office: Pursuant to RIGL §42-140.1-4(b), with the exception of the commissioner of the office of energy resources, Members of the council shall be appointed for a term of five (5) years and may be reappointed.

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 4. Resignations: A member may resign at any time by submitting written notice to the Governor, Executive Director and Chairperson. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, and acceptance shall not be necessary to make it effective.

Section 5. Removal: The Executive Committee of the Council may recommend to the Governor the removal of any member who (a) fails to attend at least two-thirds (2/3) of the regularly scheduled meetings of the Council during a twelve (12) month period, (b) fails to attend three (3) consecutive meetings of the Council or (c) fails to perform his/her duties in a

Commented [KB17]: Language marked for deletion is statutory.

Commented [CJ18]: 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?

Commented [KB19R18]: No. Should be covered under the section on Vacancies.

manner consistent with the Council's mission and/or these by-laws; and/or any authorizing or companion legislation pertinent to the Council.

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.

Commented [CJ20]: Strike redline

Commented [CJ21R20]: Striked. Kept language as originally written.

Commented [KB22R20]: Language is statutory,

Article III - Officers

Section 1. Number and Title: Pursuant to RIGL §42-140.1-4(a), the governor shall appoint one person to be chairperson of the council and one person to be vice chairperson of the council.

Section 2. Duties of the Chairperson: The Chairperson of the Council shall:

- A. Preside at all meetings of the Council, if present;
- B. Execute instruments, as authorized by the Council, in the name of the Council;
- C. Call special meetings of the Council, or reschedule a regular meeting of the Council;
- D. Appoint ad-hoc committees, workgroups or task forces to assist the Council;
- E. Appoint Chairpersons of committees;
- F. Appoint members of the Council to committees;
- G. Be an ex-officio member of all committees, and shall be Chairperson of the Executive Committee;
- H. Recommend appointees to the Governor with input from the Executive Committee;
- I. Develop and recommend a regular, monthly meeting schedule for the year to the full Council;
- J. Develop the agendas for meetings of the Council; and
- K. Exercise and perform such other powers and duties as may from time to time be assigned by the Governor, or the Council, or prescribed by these by-laws; and, in general, to perform all the duties incident to the office of the Chairperson.

Commented [CJ23]: What is meant by "Execute instruments"?

Commented [CJ24R23]: Execute means sign, instruments mean any written document.

Commented [KB25R23]: To execute means to sign documents

Section 3. Duties of the Vice-Chairperson: The Vice-Chairperson shall, in the absence of the Chairperson, perform all the duties of the Chairperson, and, when so acting, shall have all the powers of, and be subject to all the restrictions, upon the Chairperson. The Vice-Chairperson shall also have such other powers, and perform such other duties, as, from time to time, may be prescribed by the Chairperson, Council, or these by-laws.

Section 4. Executive Director: The commissioner of the office of energy resources shall be the executive secretary and executive director of the council.

Section 5. Duties of the Executive Director: The Executive Director shall be responsible for:

- A. Informing the Council of pertinent local, statewide, regional, and national developments in the field of energy efficiency, renewable energy, and other energy-related matters;
- B. Seeing that all orders and resolutions of the Council are effected;
- C. Assisting the Chairperson in scheduling and rescheduling any regular or special meetings of the Council;

Commented [CJ26]: What are responsibilities around keeping the Council informed about pertinent local, statewide, regional, and national developments in the field of EE, renewables, etc.?

Commented [KB27R26]: Craig, is this a question for legal? If so, let's discuss.

Commented [CJ28]: What are responsibilities around ensuring that all orders and resolutions of the Council are effected?

- D. Assisting the Chairperson in developing council agendas;
- E. Assisting the Executive Committee in developing and recommending annual budgets to the full Council;
- F. Keeping and maintaining all of the Council's minutes, financial records, and other reports in hard copy or electronically, and overseeing the maintenance of the Council's public website as specified by the Council;
- G. Recommending appointees to the Governor; and
- H. Other duties and responsibilities as assigned and/or required.

Article IV - Committees

Section 1. Executive Committee: The Council shall have an Executive Committee comprised of officers and any other members designated by the Council. Only voting members listed in Article II, Section 1A shall have the ability to vote in the Executive Committee; any other designated individuals may participate at the invitation of the Chairperson, but may not vote. The Chairperson of the EERMC shall be the Chair of the Executive Committee. The Executive Committee must meet, at a minimum, one time per year.

Commented [CJ29]: Are there additional responsibilities Executive Committee should have, such as developing meeting agendas, making policy recommendations, etc.?

The Committee ~~shall~~ may be responsible for:

Commented [KB30]: Why "may"? A more defined role and responsibilities is usually preferred.

- A. Establishing and reviewing Council member performance standards and codes of conduct consistent with mission of the Council;
- B. Evaluating the performance of members annually, including evaluation of meeting attendance and conduct;
- C. Reviewing these by-laws annually and recommending any changes to the full Council;
- D. The recruitment of potential members and oversight of the education of existing members;
- E. Developing and recommending annual budgets to the full Council; and
- F. Exercising any of the powers and authority of the Council that the Council may delegate to the Committee, subject to the control of the Council, except the power to amend or repeal these by-laws and any matter required by law to be exercised by the Council.

Section 2. Other Committees: The Council may create other committees that shall have, and may exercise, such powers as shall be conferred or authorized by resolution of the Council. Such other committees will have such name or names as may be determined from time to time by resolution adopted by the voting members of the Council. The Council, by such affirmative vote, shall have power, at any time, to change the powers, and to dispose of, any such committee.

Section 3. Task Forces and Other Non-Member Committees: The Council may recommend to the Chairperson the creation of one or more ad-hoc committees, work groups or task forces, solely to make recommendations to the Council, which may consist of one or more persons who may but need not be Council members. No such task force or committee shall have or exercise any of the authority of the Council in the management of the affairs of the Council.

Commented [CJ31]: Is clarifying language needed to ensure that these task forces (e.g. RFP Technical Review teams) are not subject to Open Meeting laws?

Commented [KB32R31]: See below, OMA would apply to any committee or subdivision thereof with advisory power.

Section 4. Committee Meetings: At all Council committee meetings, the majority of the membership of said committee shall, at any meeting, constitute a quorum for the transaction of business. Each committee will comply with RIGL §42-46, Open Meetings, accessible to the general public, keep regular minutes of its proceedings and report the same to the Council when required.

OMA applies to any so called "Public Body" Under RIGL 42-46-2 this includes: "any department, agency, commission, committee, board, council, bureau, or authority, or any subdivision thereof, of state or municipal government or the board of directors of any library that funded at least twenty-five percent (25%) of its operational budget in the prior budget year with public funds, and shall include all authorities defined in § 42-35-1." RIGL 42-35-1 includes any agency, board, etc created by the assembly or the governor that is authorized to make rules or determine contested cases.

A "Meeting", subject to the OMA, means any convening of a public body to discuss and/or act upon a matter over which the public body has supervision, control, jurisdiction, or advisory power. As used herein, the term "meeting" expressly includes, without limiting the generality of the foregoing, so-called "workshop," "working," or "work" sessions. "

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: Notice of all meetings shall be given to any member either in writing, personally, by telephone, by facsimile or email to his or her house or office either directly or by leaving a message. Notice of any meeting of the Council shall be sent to each Council member not less than seven (7) days before the meeting; this may be waived, consistent with the Open Meetings Law and other applicable provisions, if circumstances warrant.

Commented [CJ33]: Should language be added to set expectation that Council Materials should be distributed seven days in advance of any scheduled meeting?

Section 3. Specification of Business: Notice of any meeting of the Council shall specify the place, the day, and the hour of the meeting, and, where practicable, an agenda of the business to be conducted at said meeting. In the case of a special meeting, the notice shall contain the general nature of the business to be transacted.

A council member may request that the Chairperson add or adjust items on a meeting agenda if the request is made at least 72 hours in advance of a scheduled meeting. Such requests must be submitted to the Chairperson in writing or via email. If the Chairperson denies or does not act on the request, the Council member may make a motion at the scheduled meeting to adjust an item on the agenda for discussion purposes only or to add an item to the next meeting's agenda. Votes may only be added to an agenda 48 hours or more in advance of a scheduled meeting.

Section 4. Notice of Cancelled Meeting: When a scheduled Council meeting is cancelled, notice of the cancellation shall be given consistent with Section 2 of this Section.

Section 5. Special Meetings: The Chairperson of the Council, a majority of the members of the Council, or a majority of the Executive Committee shall have the authority to call a special meeting of the Council.

Section 6. Quorum: Pursuant to RIGL §42-140.1-4(c), a simple majority of the total number of voting members shall constitute a quorum. If, however, such quorum shall not be present at any meeting, the members shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Voting: Each voting member shall be entitled to one vote. A vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the EERMC. Voting by proxy, by mail or any other means where the member is not in attendance is not permitted.

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. At the discretion of the Council, such executive session may also be closed to the Executive Director. The vote of each Council member on the question of holding a meeting closed to the public, and the reasons for holding such a meeting, shall be recorded and entered in the minutes of the meeting. A meeting or executive session so closed to the public shall be limited to the following matters:

Commented [KB34]: Language is statutory. Under OMA "a public body may hold a meeting closed to the public upon an affirmative vote of the majority of its members." See § 42-46-4.

- A. Sessions pertaining to litigation, or work sessions pertaining to the same;
- B. Any discussions or considerations related to the contracting of energy consulting services or other contracted services wherein advance public information would be detrimental to the interest of the public; and

C. Any and all matters which may be contained in RIGL §42-46-5, or any amendment thereof.

Section 9. Conflict of Interest: Council members shall not engage in any conduct resulting in a real, potential, or apparent conflict of interest. A conflict of interest may arise when any action by a Council member or staff, whether isolated, recurring, or continuous, is to the direct financial advantage of a Council member or staff and their family defined as a spouse and dependent children as well as any person related to such Council member or staff whether by blood, marriage or adoption. Council members shall not participate in the selection, evaluation, choice, or management of a proposal, application or contract, covered by state and/or federal funds, if a real, potential, or apparent conflict of interest would be involved. Such a conflict of interest would arise when any Council member or staff or any member of their family, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the firm/organization selected for a contract. If necessary, the Council may seek arbitration from the Rhode Island Conflict of Interest Board to advise on or remediate conflicts of interest.

The attendance of any member at a meeting of the Council or committee, in which the member has an interest, shall be counted in determining the presence of a quorum and shall not prohibit the Council or committee from authorizing, approving or ratifying a contract or award made by an affirmative vote of the Council or committee. However, the member shall recuse from any discussion and shall abstain from voting on any matter in which the member has interest.

Council members shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, sub-recipients, parties of project contractors, or entities associated with such.

Article VI - Amendments to By-Laws

Section 1. Amendments: These by-laws shall not be amended except by a two-thirds (2/3) affirmative vote of the members constituting the Council at a properly called and noticed Council meeting. No vote to amend the by-laws shall be taken unless notice, in writing, and a copy of the proposed changes, has been given to the Council membership at least two (2) weeks prior to the Council meeting at which the vote on said amendment is to be taken.

Article VII - Parliamentary Authority and Other Operating Procedures

Section 1. Parliamentary Procedure: Roberts Rules of Order shall govern the proceedings of Council meetings, insofar as they are not inconsistent with these by-laws. These rules may be relaxed at the discretion of the Chairperson, in view of the nature of the discussion, should there be no objection from the membership.

Section 2. Roll Call Vote: The Chairperson, at his/her discretion, may request a roll call vote. A request for a roll call vote by any member is subject to a majority vote of the Council.

Commented [KB35]: Consider changing to "Council members are subject to the Rhode Island Code of Ethics" - This means that if there is a question on conflict of interest, we can get an informal advisory opinion from a Rhode Island Ethics Commission attorney. We can certainly discuss more if you have any questions. I am not aware of an arbitration process like this.