



## **BYLAWS**

of the

## **COMMUNITY RENEWABLE ENERGY ASSOCIATION (CREA)**

### **ARTICLE I**

#### **PURPOSE**

The primary purpose of COMMUNITY RENEWABLE ENERGY ASSOCIATION shall be:

- a. To support creating business and economic opportunities through renewable energy development in a competitive environment. We support use of free enterprise principles to create economically and environmentally responsible electric generation within the State of Oregon.
- b. To promote, foster and advance, through cooperative action, the renewable energy industry of the State served by the Association, the economic application and public understanding of renewable energy.
- c. To provide cooperation and liaison with other persons, organizations and institutions having an interest in community based renewable energy.
- d. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of community renewable energy through public and professional activities.
- e. To engage in any lawful activity that will enhance the efficient and economic progress of community based renewable energy industry and inform the public of its scope and character, such as, but not limited to, collecting and disseminating market and trade statistics and other useful information; to carry on and assist in research investigations and experiments; to conduct conferences and produce publications, and to conduct trade promotion activities.

f. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions, societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.

g. To act as intervener spokesperson and lobbyist at PUC and legislative hearings and other public forums.

h. To provide technical support for member communities engaged in activities with commercial renewable energy projects in the form of tax incentive assistance, siting support, assistance with transmission issues, and other support for members as appropriate.

## ARTICLE II

### MEMBERSHIP

**Section 1. Regular Members.** The eligible membership of CREA shall be any unit of local government as defined in ORS Chapter 190, including counties, cities, districts, or other public corporations, commissions, authority, or entities organized and existing under statute, city or county charter. It is anticipated that the initial agreement, signed by two counties, creating CREA will be signed by other local governmental units, which shall join from time-to-time and be included by approval of the then existing members.

**Section 2. Ex Officio Members.** In addition to the membership made up of units of local government, CREA invites non-government organizations and private businesses to join as ex officio members. Although such entities would not have a vote as Board of Directors members, they are welcome to attend meetings, belong to committees, participate in programs which further the mission of CREA, and work towards accomplishment of common goals of both organizations. All ex officio members must be approved by the Executive Committee of CREA at the time application for membership is submitted.

## ARTICLE III

### BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

**Section 1. Powers.** The powers of CREA shall be vested in its Board of Directors, which shall consist of one (1) Board of Directors Member appointed from each of the participating Member units of local government.

**Section 2. Term.** The term of office of the Directors shall be two (2) years, commencing on January 1<sup>st</sup> of each calendar year or as soon thereafter as practicable. Any past Director shall be eligible for reappointment by the Member which he or she represents.

**Section 3. Executive Committee.** The Board of Directors shall, at each annual meeting vote for an Executive Committee, which shall consist of seven (7) members, four (4) of

whom must be elected from amongst the Board of Directors and three (3) of whom may be elected from the Ex Officio Members. The Board of Directors may also elect alternates for each of the Executive Committee positions. Alternates may serve on the Executive Committee at any meeting of the Executive Committee in which the person primarily appointed is unable to attend. The Board of Directors may also delegate to the Executive Committee the duty of filling one or more alternate positions on the Executive Committee. The Executive Committee shall be responsible for policy decisions delegated to them by the Board of Directors. In order to have staggered terms, on the first election two (2) Executive Committee Members elected from amongst the Board of Directors shall serve for two-year terms and two (2) Members shall serve for one-year terms. Likewise, on the first election, one (1) Executive Committee Member who may be elected from the Ex Officio Members shall be elected for a one-year term and two (2) members shall be elected for two-year terms. Thereafter, all Executive Committee elections shall be for two-year terms. The Executive Committee shall select, from among their own members, a Chair, Vice-Chair, and Treasurer. The Chair of the Executive Committee shall also serve as the Chair of the Board of Directors.

**Section 4. Staff.** The Executive Committee shall be responsible for appointing staff of CREA, which may include an Executive Director, Legal Counsel, and fiscal and other support services. Staff may be hired as employees of CREA, or by way of contract for services or intergovernmental agreement for services.

**Section 5. Removal for Cause.** A member of the Executive Committee may be removed for missing three (3) consecutive regular board meetings, without prior excuse. A Committee member may be removed for fraud, dishonesty, embezzlement, or other good cause upon the vote of a majority of the other members present at a regular or special meeting. The meeting shall be held not less than ten (10) days after a notice setting forth the intended action, a statement of the reasons therefore, and the date of the meeting when the matter will be acted upon, has been sent by certified mail to the member being considered for removal. The member being considered for removal may appear and be heard at such meeting before a vote is taken.

## ARTICLE IV

### MEETINGS

**Section 1. Meetings of Board of Directors.** The Board of Directors shall meet annually and at such other times as necessary or required, at a time and place set by the Executive Director or the Chair of the Board.

**Section 2. Meetings of Executive Committee.** The Executive Committee shall meet quarterly or more often if required, at a time and place set by the Executive Director or the Chair of the Board.

**Section 3. Notification of Meetings.** Notification of regular meetings shall be provided to members and others in accordance with Oregon public meetings law.

**Section 4. Special Meetings.** Special meetings may be called by the Executive Director, the Chair, or by representatives of a simple majority of the Executive Committee. Notification of special meetings shall be provided to members and others in accordance with Oregon public meetings law.

**Section 5. Annual Meetings.** Each Calendar Year the Executive Director or the Chair shall call an annual meeting of the Board of Directors for election of the Executive Committee.

## ARTICLE V

### PROCEDURES AND VOTING

**Section 1. Quorum.** A simple majority of the total representation of the Board of Directors, or the Executive Committee, or any committee thereof, respectively, must be physically present or electronically on line to constitute a quorum for the transaction of business by either, except when a committee of the Board is composed of three members or less, in which case all members must be physically present to conduct business.

**Section 2. Votes.** Each Board member shall have one (1) vote on matters before the Board of Directors, the Executive Committee, or any committee thereof.

**Section 3. Proxy Votes.** Proxy votes will not be recognized in any circumstances.

**Section 4. Vote Required for Action by the Board of Directors.** A quorum being present, whether in person or by electronic means, a vote for action shall require affirmative votes of a majority of the Board of Directors members present.

**Section 5. Vote Required for Action by the Executive Committee.** A quorum being present, whether in person or by electronic means, a vote for action shall require at least four (4) affirmative votes or a majority of the Executive Committee, whichever is greater.

## ARTICLE VI

### VACANCIES

**Section 1. Vacancies.** In the event of a vacancy in a position on the CREA Board of Directors, the Member whose position is vacant may fill the vacancy at any time by notifying the Executive Director and Board Chair in writing. In the event of a vacancy in a position on the Executive Committee, the Executive Committee shall appoint a person to fill the vacancy from among the members of the Board of Directors and Ex Officio Members and in accordance with Article III, Section 3, of these Bylaws.

## ARTICLE VII

### COMMITTEES

**Section 1. Establishment.** The Board of Directors or the Executive Committee may establish any committee, including standing committees or temporary committees, by a resolution of the Board or Executive Committee. Such resolutions must name the committee and the purpose of the committee, must state whether it is a “Board” committee or a “Non-Board” committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work. The Board of Directors and Executive Committee must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

**Section 2. Board Committees.** The Board of Directors or Executive Committee may establish “Board” committees to which are delegated part of the power of the whole Board or Executive Committee to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for CREA. If established by the Executive Committee, such committees are established by resolution by all Executive Committee members then in office. Board committees must consist of two or more directors and must not have any members who are not members of the Executive Committee or the Board of Directors.

**Section 3. Non-Board Committees.** The Board of Directors or Executive Committee may establish “Non-Board” committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for CREA. Such committees are established by resolution by the Board or Executive Committee members present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Executive Committee or the Board of Directors.

**Section 4. Committee Members.** The Board of Directors or Executive Committee will appoint the members of every Board committee. The Executive Committee, Chair, Executive Director, or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns, or is removed from the committee, or the member ceased to qualify as a member of the committee.

**Section 5. Committee Chair.** One member of each committee must be selected or appointed Committee Chair by the Board of Directors or Executive Committee, or if the Board of Directors or Executive Committee wishes, it may delegate that power to the Executive Director or the members of the committee, subject to later confirmation by the Executive Committee.

**Section 6. Committee Procedures.** Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the Executive Committee and as far as possible will operate according to the procedures of the Board as stated in these

Bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of minutes and filed with the Executive Director or Chair of the Board of Directors.

**Section 7. Limitation on Powers.** No committee may:

- a. Amend, alter, or repeal the the Intergovernmental Agreement creating CREA, or these Bylaws;
- b. Elect, appoint or remove any officer, member of the Board of Directors, the Executive Committee, or member of a Board committee;
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the association;
- d. Authorize the dissolution of the association or revoke proceedings therefore;
- e. Amend, alter, or repeal any resolution of the Board of Directors or the Executive Committee; or
- f. Authorize the payment of a dividend or any part of the income or profit of the association to its directors or officers.

## **ARTICLE VIII**

### **MISCELLANEOUS**

**Section 1. Rights and Liabilities of Directors.** Individual members of the Board of Directors, the Executive Committee, and officers of this association shall be exempt for liability for debts of the association and shall not be liable or responsible for liabilities incurred by the association, and shall be defended and indemnified in the event they are named as defendants in any litigation resulting from the actions of the association.

**Section 2. Amendments.** Amendments to these Bylaws may be proposed at any regular meeting of the Executive Committee and shall take effect when the amendment receives the concurring vote of a majority of the Board of Directors of the association. Proper written notice must be given in advance, including a written copy or summary of the proposed amendment.

*(As last amended, in accordance with Article VIII, Section 2, on November 13, 2018)*