



## APPENDIX D – CITIZENS ADVISORY COMMITTEE BYLAWS

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### **Citizens Advisory Committee BYLAWS**

#### **ARTICLE I**

##### SEC. 1 PURPOSE

The CPS Energy Citizens Advisory Committee (CAC) was created by the CPS Energy Board of Trustees by resolution dated May 26, 1998. The CAC is intended to act as a sounding board for the community and provide input to CPS Energy business activities.

##### SEC. 2 MISSION

To support CPS Energy’s essential elements of success by acting as an interface between CPS Energy and its customers; to help tell the CPS Energy story often and well; to understand performance measures and to challenge CPS Energy to “think outside the box.”

##### SEC. 3 VISION

The vision of the CAC is to partner with CPS Energy to be the best value for electric power and natural gas in the service area without compromising our quality of life, while fostering a greater image of competence. The CAC will be a trusted interface in facilitating two-way communication between CPS Energy and its customers.

##### SEC. 4 VALUES

The values practiced by the CAC include the following: 1) be ethical; 2) be open-minded; 3) be representative; 4) be responsive to citizens; 5) be clear and understandable; 6) be of value to CPS Energy and to citizens; and 7) be collaborative leaders.

##### SEC. 5 MEETING PROTOCOL

Robert’s Rules of Order shall be used as a guide in the conduct of all meetings of the CAC and its committees, in so far as they do not conflict with these bylaws and with applicable law.



## ARTICLE II

### CITIZENS ADVISORY COMMITTEE

#### SEC. 1 APPOINTMENT OVERVIEW

The CAC is a volunteer group, advisory in nature, created through the action of CPS Energy's Board of Trustees. CPS Energy provides and administers operating costs associated with the CAC. Committee members do not receive compensation for their participation.

CAC members are appointed to ensure that the committee is representative of the diverse community and interest of the Greater San Antonio area.

#### SEC. 2 QUALIFICATIONS OF APPOINTEES

- (a) Members of the CAC must be residential customers of CPS Energy living in the CPS Energy service area and must have a good customer relationship with CPS Energy.
- (b) Members are appointed with the objective of reflecting the ethnic, gender, and geographic diversity found in the CPS Energy service area.
- (c) Members should represent a diverse cross-section of energy perspectives and interests, such as medical, manufacturing, large industry, small businesses, commercial building owners, services and professionals, environmental and conservation organizations, community organizations, military installations, consumer groups, economic development interests, governmental entities, and others.
- (d) Members should exhibit an interest in and capacity to understand the complexities of the natural gas and electric utility business. All members should have a primary positive interest in the future of CPS Energy, its service area, and the City of San Antonio.

#### SEC. 3 COMPOSITION OF THE CAC

The CAC is comprised of 15 members. The number of members will be evaluated from time-to-time as vacancies occur and/or as specific issues arise.



- (a) Ten (10) members, each of whom, are recommended by the respective office holders from the ten (10) San Antonio City Council Districts. The Council members shall nominate candidates that reside within the boundaries of their respective districts.
- (b) The remaining five (5) at-large members are chosen from those CPS Energy customers living in the CPS Energy service area. Any person can nominate an at-large member. .

The CPS Energy Board of Trustees has the responsibility of approving all appointments to the CAC.

#### SEC. 4 TERMS LIMITS

Unless otherwise amended by the CPS Energy Board of Trustees:

- (a) An appointment term is not to exceed two (2) years from the date of the appointment.
- (b) A member cannot serve more than three (3) complete consecutive terms on the CAC, for a maximum of six (6) total years.
- (c) Staggered terms of office are desired.
- (d) Whenever any CAC member is appointed for a fixed term, such member shall continue to hold office until his/her successor is appointed.

#### SEC. 5 MEMBER EXPECTATIONS

- (a) CAC Members are encouraged to attend all regularly scheduled meetings of the CAC and any specially schedule meetings or events of the CAC.
- (b) CAC Members are encouraged to attend at least two (2) regularly scheduled meetings of the CPS Energy Board of Trustees each calendar year.
- (c) CAC Members are encouraged to attend at least two (2) regularly scheduled public CPS Energy meetings each calendar year, to the extent meetings are conducted.



- (d) A record of attendance of meetings and events will be kept and reported at CAC meetings.

#### SEC. 6 REMOVAL OF A CAC MEMBER

A removal of a CAC member will be at the discretion of the CPS Energy Board of Trustees at the recommendation of the CAC.

- (a) CAC members may be removed for cause whenever two thirds (2/3) of the members of the CAC present at a meeting and voting thereon make a finding of sufficient cause to remove said CAC member. Cause includes conduct as a member in violation of rules, policies, procedures or grant agreements, or conduct constituting moral turpitude as determined by the CAC.
- (b) If a member's attendance at regularly scheduled meetings falls below 75% on an annual basis from the appointment date, or a member misses three (3) consecutive regularly scheduled meeting dates, the member will be asked to resign. Absences may be formally excused by a quorum of the CAC at a regularly scheduled meeting by written form to the Chair and CPS Energy representative assisting the CAC. All resignations must be in writing and filed with the CPS Energy representative assisting the CAC.
- (c) Each CAC member is required to sign a CPS Energy Confidentiality Agreement and Conflict of Interest Statement. Refusal to sign a CPS Energy Confidentiality Agreement and Conflict of Interest Statement will result in the termination of the person's candidacy for or participation on the CAC.
- (d) At their discretion, the CPS Energy Board of Trustees may terminate the participation of a member because of conflicts of interest, failure to participate, or other reasons as noted above.
- (e) A member may be removed if they transfer, relocate or move outside their appointed council district or for at-large members, if they transfer, relocate or move outside the CPS Energy Service Area.
- (f) At any time, a City Council member may replace his or her CAC appointee and replace with another resident from their district.

#### SEC. 7 VACANCIES



Any vacancy in the membership of the CAC shall be filled in the same manner as original appointments.

#### SEC. 8 QUORUM OF THE CAC AND COMMITTEES

- (a) A quorum shall consist of a majority of the members of the CAC, excluding vacancies.
- (b) A member abstaining from a vote shall be counted toward the quorum.
- (c) A quorum is required for any action taken by the CAC.
- (d) A quorum of a CAC committee shall consist of 50% or more of the members authorized to serve on the committee.

#### SEC. 9 VOTING

The act of a majority of the CAC present at a meeting at which a quorum is present shall be the act of the CAC.

Each member of the CAC shall be entitled to one (1) vote.

#### SEC. 10 PROXIES PROHIBITED

CAC members shall not be permitted to exercise his/ her vote by proxy at any meeting, unless otherwise noted by exemption by the Chair or presiding Executive Committee member.

#### SEC. 11 NOTICE OF MEETINGS

- (a) Written notice of meetings of the CAC shall be forwarded to each member at least three (3) business days prior to the date of such meeting.
- (b) Notice of any special meeting of the CAC shall be given to the CAC forty-eight (48) hours prior thereto unless an emergency exists, as determined by the Chair.



- (c) The notice will include a written agenda identifying the business to be transacted. Attendance of a member at a meeting shall constitute a waiver of any objection to insufficient notice of such meeting.

## MEETINGS

### SEC. 12 MEETING LOCATION AND FREQUENCY

- (a) The CAC meets on a regular basis. This frequency can be increased should issues warrant.
- (b) Meetings are currently scheduled for the second Wednesday of each month, generally from 11:30 a.m. until 1:30 p.m.
- (c) CPS Energy staff will post a CAC meeting agenda to the CPS Energy website prior to the CAC meeting.
- (d) The meetings are held at the CPS Energy Headquarters or some other designated meeting space that shall be specified on the agenda.
- (e) CPS Energy Notification of regular, changed or canceled CAC meetings will be sent via mail, e-mail, fax, telephone, or text to CAC members by CPS Energy staff and posted on the CPS Energy website.
- (f) Meetings of the CAC are not subject to the Texas Open Meetings Act.
- (g) CAC members determine the format of the meetings with CPS Energy staff support.
- (h) CPS Energy staff records the substance of all meetings and prepares correspondence and reports for the CAC. CPS Energy staff members are available to brief the CAC or arrange for other speakers as required.
- (i) CPS Energy staff will post meeting minutes for public viewing following each CAC meeting on the CPS Energy website for ninety (90) days following approval of the meeting minutes.
- (j) The CAC may present a report to the CPS Energy Board of Trustees at the Board's request. The CPS Energy Board of Trustees may request special reports to address issues for which the Board requires specific input.
- (k) CPS Energy staff will post interim activity reports on the CPS Energy website for ninety (90) days following approval of the interim activity reports.





#### SEC. 13 SPECIAL MEETINGS

Special meetings of the CAC may be called at the request of the Chairperson or by a majority of the members.

#### SEC. 14 CONFLICT OF INTEREST

Members of the CAC shall avoid even the appearance of conflict of interest. All members shall comply with the Conflict of Interest and Code of Ethics policies adopted by the CPS Energy Board of Trustees.

#### SEC. 15 CPS ENERGY STAFF

- (a) Provide support in the development of information, materials, and other resources. Keep CPS Energy management informed of progress.
- (b) Monitor the process, provide feedback to the City Council and Mayor, and provide resources if needed.

#### SEC. 16 CAC MEMBERS

- (a) Participate in discussions and raise concerns about CPS Energy. Members are to provide input on community issues from represented constituents and concerns obtained from the community at-large.
- (b) Members are encouraged to communicate results back to their represented constituencies and the community at-large.
- (c) Members may be asked to voluntarily serve on various committees as needed to address issues raised by the CPS Energy Board of Trustees, staff or the CAC itself.
- (d) Members may be invited to attend public events, town hall meetings and facility tours, and are encouraged to accept these invitations as opportunities to increase knowledge, interact with the community and network with the CPS Energy Board of Trustees and its staff.



(e) Provide reporting to the CPS Energy Board of Trustees upon their request.

### ARTICLE III

#### SEC. 1 OFFICERS

The officers of the CAC shall be a Chair, a Chair-Elect, a Vice Chair, and an Immediate Past Chair. Having served on the CAC at least one (1) year, the following positions shall be elected from the CAC membership for one (1) year terms:

Chair, Chair-Elect, and the Vice Chair

The Immediate Past Chair, having concluded their term as Chair, shall serve as the Immediate Past Chair for a one (1) year term. The Immediate Past Chair is not elected annually, but rather serves as an officer as a function of their previously elected position.

#### SEC. 2 ELECTION

The CAC shall elect its officers from the nominations slate at or before the last regularly scheduled meeting of the CAC before the end of the calendar year.

#### SEC. 3 CHAIR

The duties of the Chair shall include but are not limited to the following:

- (a) Preside over meetings of the CAC
- (b) Make appointments to any committees and shall be an ex-officio member of all committees
- (c) Serve as the official spokesperson for the CAC

#### SEC. 4 CHAIR-ELECT





The duties of the Chair-Elect shall include but are not limited to: Acting in lieu of the Chair in the event of the Chair's absence or temporary disability, exercising all authority and discharging all responsibilities of the Chair subject to all restrictions applicable to the Chair; serving on the Executive Committee.

#### SEC. 5 VICE CHAIR

The duties of the Vice Chair shall include but are not limited to: Acting in lieu of the Chair-Elect in the event of the Chair-Elect's absence or temporary disability, exercising all authority and discharging all responsibilities of the Chair-Elect subject to all restrictions applicable to the Chair-Elect; serving on the Executive Committee.

#### SEC. 6 IMMEDIATE PAST CHAIR

The duties of the Immediate Past Chair include but are not limited to: Serving on the Executive Committee.

#### SEC. 7 VACANCIES

Any vacancy among the Elected Officers shall be filled by election by the CAC of a successor to fill the unexpired term.

### ARTICLE

#### IV

#### Committees

#### SEC. 1 EXECUTIVE COMMITTEE

The officers of the CAC (Chair, Chair-Elect, Vice Chair, and Immediate Past Chair) and the chairpersons of any committees shall constitute the Executive Committee.

The Chair of the CAC shall also serve as chairperson of the Executive Committee. The Executive Committee's roles shall include, but are not limited to the following:



- (a) General supervision of the affairs of the CAC; and
- (b) When authorized by the CAC, take action otherwise requiring CAC approval.

#### SEC. 2 COMMITTEES

Committees or task forces of the CAC shall be appointed by the Chair from time to time, as may be needed to carry out the goals and objectives of the CAC.

Citizens Advisory Committee (CAC)

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[September 11, 2019]