

JOINT COMMITTEE OF THE ENERGY CONSERVATION
MANAGEMENT BOARD AND THE BOARD OF DIRECTORS OF
THE CONNECTICUT GREEN BANK

BYLAWS

PURSUANT TO

Section 16-245m(d)(2) of the
Connecticut General Statutes

Adopted October 22, 2014

ARTICLE I
NAME, PLACE OF MEETINGS

- 1.1. **Name of the Committee.** The name of the Committee shall be, in accordance with the Statute, the "Joint Committee of the Energy Conservation Management Board and the Connecticut Green Bank".
- 1.2. **Meetings of the Committee.** The meetings of the Committee shall be held at such place or places within the State of Connecticut as the Committee may designate.

ARTICLE II
COMMITTEE MEMBERSHIP

- 2.1. **Membership.** The Committee shall consist of no more than nine (9) members. Both the Board of Directors of the Connecticut Green Bank and the Energy Conservation Management Board shall appoint no more than (2) voting Directors from their respective boards and (2) nonvoting members to serve on the Committee. Additionally, the Commissioner of the Department of Energy and Environmental Protection, or her or his designee, shall be a voting ex officio member of the Committee.
- 2.2. **Term.** Each member of the Committee shall serve a term of two (2) years or until a successor is appointed, whichever is longer.
- 2.3. **Chairperson.** The Committee shall elect from its members a Chairperson who shall serve a term of one (1) year or until a successor is chosen by the Committee, whichever is longer. The Chairperson shall preside at all meetings of the Committee which he or she attends.
- 2.4. **Vice Chairperson.** The Committee shall elect from its members a Vice Chairperson who shall serve a term of one (1) year or until a successor is chosen by the Committee, whichever is longer. In the absence or incapacity of the Chairperson, the Vice

Chairperson shall perform all the duties and responsibilities of the Chairperson. In the absence or incapacity of the Vice Chairperson, or in case of his or her resignation or death, the Committee shall elect from amongst its members an acting Vice Chairperson during the time of such absence or incapacity or until such time as the Committee shall elect a new Vice Chairperson.

- 2.5. **Secretary.** A Secretary may be elected by the Committee. The Secretary shall perform the duties imposed by resolution of the Committee. In the absence or incapacity of the Secretary, or in case of his or her resignation or death, the Committee shall elect from amongst its members an acting Secretary who shall perform the duties of the Secretary during the time of such absence or incapacity or until such time as the Committee shall elect a new Secretary. The Secretary shall serve until a successor is elected by the Committee.

ARTICLE III POWERS AND DUTIES OF THE COMMITTEE

- 3.1. **Powers and Duties.** The Committee shall examine opportunities to coordinate the programs and activities contained in the plan developed under section 16-245n(c) of the General Statutes with the programs and activities contained in the plan developed under section 16-245m(d)(1) of the General Statutes and to provide financing to increase the benefits of programs funded by the plan developed under section 16-245m(d)(1) of the General Statutes so as to reduce the long-term cost, environmental impacts and security risks of energy in the state.

ARTICLE IV

COMMITTEE MEETINGS

- 4.1. **Regular Meetings.** Regular meetings of the Committee for the transaction of any lawful business of the Committee shall be held in accordance with a schedule of meetings established by the Committee, provided that the Committee shall meet at least four (4) times per calendar year.
- 4.2. **Special Meetings.** The Chairperson may, when the Chairperson deems it expedient, call a special meeting of the Committee for the purpose of transacting any business designated in the notice of such meeting.
- 4.3. **Legal Requirements.** All meetings of the Committee shall be noticed and conducted in accordance with the applicable requirements of the Connecticut Freedom of Information Act, including without limitation applicable requirements relating to the filing with the Secretary of the State of any schedule of regular meetings and notices of special meetings, meeting notices to Committee members, public meeting requirements, the filing and public availability of meeting agenda, the recording of votes and the posting or filing of minutes, the addition of agenda items at any regular meeting, and the holding of any executive session.
- 4.4. **Order of Business.** The order of business of any meeting of the Committee shall be as set forth in the agenda for such meeting, provided that the Committee may vary the order of business in its discretion.
- 4.5. **Organization.** At each meeting of the Committee, the Committee Chairperson, or in the absence of the Committee Chair, the Vice Chairperson, shall act as Presiding Officer. The Presiding Officer shall prepare or direct the preparation of a record of the business transacted at such meeting. Such record when adopted by a majority of the Committee

members in attendance at the next meeting and signed by the Committee Chairperson shall be the official minutes of the Committee meeting.

- 4.6. **Attendance.** Any member of a Committee may participate in a meeting of the Committee by means of teleconference, videoconference, or similar communications equipment enabling all Committee members participating in the meeting to hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.
- 4.7. **Quorum.** A quorum of the Committee shall consist of a minimum of at least three (3) voting members.
- 4.8. **Enactment.** When a quorum is present, an affirmative vote of a majority of voting members attending the Committee meeting shall be sufficient for action, including the passage of any resolution, except as may otherwise be required by these Bylaws or applicable law.
- 4.9. **Parliamentary Authority.** Robert's Rules of Order, current revised edition, shall govern the proceedings of the Committee when not in conflict with these Bylaws.

ARTICLE V COMMITTEE STAFF

- 5.1. **Committee Staff.** The Committee may from time to time and upon a majority vote of the voting members request that employees and contractors from either the Connecticut Green Bank or the Energy Conservation Management Board assist the Committee with its work. Said assistance may include but not be limited to taking minutes of Committee meetings, conducting research or analyzing information.

**ARTICLE VI
AMENDMENT**

- 6.1. **Amendment or Repeal.** These Bylaws may be amended or repealed or new Bylaws may be adopted by the affirmative vote of not less than four (4) voting members of the Committee.

**ARTICLE VII
DEFINITIONS**

Definitions. Unless the context shall otherwise require, the following words and terms shall have the following meanings:

- 7.1.1. "Chairperson" means the Chairperson of the Committee appointed pursuant to these Bylaws.
- 7.1.2. "Committee" means the Joint Committee of the Energy Conservation Management Board and the Board of Directors of the Connecticut Green Bank.
- 7.1.3. "Connecticut Freedom of Information Act" means the Connecticut Freedom of Information Act, Connecticut General Statutes § 1-200 *et seq.*, as amended.
- 7.1.4. "General Statutes" means the Connecticut General Statutes, as amended.
- 7.1.5. "Majority", whether capitalized or lowercase, means one more than half.
- 7.1.6. "Presiding Officer" has the meaning attributed to that term in Article IV, Section 4.5 of these Bylaws.
- 7.1.7. "Secretary" means the Secretary of the Committee elected pursuant to these Bylaws.

7.1.8. "Statute" means Connecticut General Statutes § 16-245m(d)(2), as amended.

7.1.9. "Vice Chairperson" means the Vice Chairperson of the Committee elected pursuant to these Bylaws.