



Draft Minutes of the Board of Directors Meeting September 21, 2011, CSA Planning, Medford, OR

Board members in attendance: Julie Brown (RVTD), John Vial (Jackson County Roads), Steve Vincent (Avista), John Becker of DEQ). Gary Hall (Gary Hall & Associates) Staff: Sue Kupillas (RVCCC Coordinator) Mike Quilty, (RVCCC fleet manager) and Melissa Stiles (RVCCC marketing). Absent: Mike Montero (RVACT, MPO) Luis Brito (John's Auto Care) and

Bylaws Action Item: The Board discussed changes in the bylaws, specifically 2.2 Terms of Office. : John Vial made the motion and Julie Brown seconded the motion to approve the Bylaws. Board members unanimously agreed to approve the bylaws.

Post-meeting note: Please see current, signed version of the bylaws attached to these minutes or click on the current bylaw version on the News page at www.roguevalleycleancities.org. An outdated version of the bylaws was used during the meeting discussion.

Minutes Action Item: John Vial made the motion and Julie Brown seconded the motion to approve the minutes. Board members unanimously agreed to approve the minutes.

Coordinator's Report: Sue Kupillas discussed the Department of Energy webinar she participated in about a communication network set up for coordinators and Clean Fleet operators such as Pepsi. The system is similar to a chat room and provides opportunity for conversation about fleet issues. Julie Brown asked if RVTD is on the certified fleet list and staff said they would investigate it. Sue Kupillas said the DOE Coordinator's Toolbox also has mapping capabilities for creating maps of alternative fueling locations. She said at a recent conference call, coordinators were instructed on the increased requirements for the Annual Operating Plan. The reason for the emphasis on the Annual Operating Plan is the focus on Department of Energy by Congress. Congress has been asking to read reports. Clean Cities wants the reports to be professional and thorough. Sue Kupillas will attend the 2011 Clean Cities Coordinator Regional Peer Exchange November 14-17 in Dallas, Texas and give a 20-minute report about the Rogue Valley Clean Cities Coalition.

Fleet Manager Report: Mike Quilty said he will be in Dallas, Texas next week and plans to meet with Dave Taylor of Electric Mobile Cars. He hopes to take photos and videos. Steve Vincent asked what percentage of fleets called upon agreed to make an appointment for a fleet survey. Mike Quilty said so far, he has only asked fleets that expressed interest. He has encountered only one company that didn't respond to the information request.



Treasurer's Report and 2012 Budget: Steve Vincent presented a bank reconciliation report to board members. He also presented a proposed 2012 budget. He asked CSA Planning to continue preparing the Bank Reconciliation Report and print copies for each board meeting. He also asked CSA Planning to begin preparing and printing a Profit and Loss report for each board meeting. He said the accounting procedures are in good hands with CSA Planning. He suggested since RVCCC has cash in the bank, it should switch to an interest-bearing checking account. Gary Hall asked if corporations could have interest-bearing accounts and Steve Vincent said it's permissible for non profits. Steve asked about liability insurance for events. Sue said she had a quote of \$2,000. Julie said she is meeting with Julie Ankerberg this week and will ask about liability insurance.

He recommended finding two sponsors to pay for every event. On the expense side, he budgeted \$500 for advertising. He budgeted \$1,750 per month for CSA. He suggested Rogue Valley Clean Cities launch a social network campaign including Facebook, Twitter and Linked In. CSA noted that RVCCC already Twitters and has a Twitter widget at www.roguevalleycleancities.org. CSA agreed to start a Facebook page and continue with a social network campaign. The treasurer confirmed there is money in the budget to fund this. Steve Vincent also recommended the staff get a quote for a catering company to provide lunches for board meetings and stakeholder events. He suggested following SOREDI's example in hiring caterers for events. He asked SOREDI which catering company is the best and they recommended Adam's Ribs. The board discussed the cost of the First Responder class. Staff has surveyed local fire district officials about time of year and training budgets per person. The University of West Virginia estimates it will cost the coalition about \$6,000 to sponsor this event and bring in a professional trainer. Mike Quilty said Rick Wallace of Oregon Department of Energy announced a \$15,000 grant for Rogue Valley Clean Cities Coalition to be used for electric vehicle projects. Sue Kupillas will attend a meeting in Portland to learn about the uses of the grant. It's possible the coalition could help subsidize a first responder course and help underwrite an electric motorcycle race.

CNG Project Status: Julie Brown arranged a meeting with Senator Ron Wyden on Monday October 17 to talk about the project that will use converted landfill gas to fuel fleets. Steve Vincent, John Vial, Mike Montero and Julie Brown represented the RVCCC Board as well as their respective businesses/agencies. Senator Wyden will become the chair of the Energy and Natural Resources committee. He's looking for something from Oregon to showcase. It could be an opportunity for the coalition. Mike Quilty and John Vial said there is a major potential when the conversion process is at full production, which is anticipated to be 2070. However, the production numbers will come out of the feasibility study, which has not yet been done. Julie Brown said there would be an advantage even if production was enough to fuel the RVTD and Dry Creek fleets. The governing Oregon Revised Statute requires RVTD to use alternative fuels. Oregon's other transit districts, such as Salem, started with alternative fuels but switched back to diesel because of cost. It adds an extra \$50,000 to the cost of the bus to use natural gas. Julie Brown noted RVTD's faithful commitment to alternative fuels. For RVTD, air quality is the reason the district remains committed to CNG.

Other Discussion: John Vial made suggestions and edits to the EV Report. One of the changes is that the coalition serves Jackson County and may serve Klamath, Josephine, Douglas in the future. Steve Vincent resigned from the board effective at the end of the year. He suggested Kris Ransom replace him on the board. He said he prepared the treasurer's post for his departure, having created a budget and having turned over the accounting procedures to CSA Planning. The accounting procedures are in good hands with CSA Planning. The new treasurer can have oversight over CSA's accounting work. Steve said he is resigning because he serves on 10 boards and it's too many for his work and family schedule. He also has changed work responsibilities. And he thinks Kris Ransom will be a good fit for the board because of her work with natural gas powered fleets. He has talked to her about the change and she is in agreement.

Next Meeting: The next meeting will be November 30 at RVTD.

**BYLAWS OF THE ROGUE VALLEY CLEAN
CITIES COALITION (RVCCC)**

Approved by the Board of Directors June 26, 2008

Amended by the Board of Directors September 21, 2011

PREAMBLE AND PURPOSE

Rogue Valley Clean Cities Coalition is a non-profit corporation established in Oregon with tax exempt status under section 501(1)(3) of the Internal Revenue Code (EIN 27-2482630). The Clean Cities program was initiated by the United States Department of Energy to achieve objectives established by the Energy Policy Act of 1992 and Energy Policy Act of 2005. The program is organized as a partnership of local individuals, government representatives and businesses. The purpose of the ROGUE VALLEY CLEAN CITIES COALITION is to develop, finance and manage projects which promote clean air and energy independence in the greater Rogue Valley through the use of clean, domestically produced fuels and renewable resources. Rogue Valley Clean Cities Coalition (hereinafter referred to as RVCCC) shall endeavor to:

1. Improve air quality in the region;
2. Displace imported fuels for both stationary and mobile sources with domestically produced, clean burning alternative fuels;
3. Increase the acquisition and use of alternative fuel vehicles;
4. Increase the use of existing alternative fuel supply infrastructure;
5. Develop new and expand existing alternative fuel supply infrastructure, vehicle maintenance and related service industries; and,
6. Educate the public on the benefits and costs of alternative fuel vehicles and related infrastructure.

ARTICLE 1

1.1 Members – The corporation shall have no members. Any individual or organization who subscribes to the purpose and basic policies of RVCCC may participate in functions and activities except as provided by the Board of Directors. The Board of Directors at their discretion may establish other participation requirements including, but not limited to, dues, alternative fuel vehicle requirements, or committee participation.

ARTICLE 2

2.1 Composition - The Board of Directors shall be comprised of no fewer than seven (7) RVCCC members. Every attempt will be made to have a diverse board membership representative of RVCCC participants. The RVCCC Coordinator (CCC), shall serve as an ex-officio member on the Board with no voting privileges. Attempts will be made to have participants apply for director positions if desired.

2.2 Terms of Office – Term shall be for a duration of three years. There shall be no limit to the number of successive terms. Terms shall end December 31. In the event of a board appointment, directors shall serve until resignation or removal as in subsection 2.9 below.

2.3 Election - Candidates to fill an open Director position shall be nominated by an active Board member within one week of a vacancy if practicable. Candidates may only be selected from participants in RVCCC events. The Directors shall elect a replacement Director from the list of candidates within one month of a vacancy in the Board. The elected nominee shall be notified by a Director of selection within five days of election.

2.4 Rights, Powers, and Privileges - The Board of Directors shall provide general oversight of the affairs, business activities of RVCCC and establish the policies, procedures and rules of RVCCC. The RVCCC shall operate according to those policies, procedures, and rules.

2.5 Meetings - The Board of Directors shall meet regularly at a frequency, time, and place established by the Board of Directors. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication under the guidelines established in ORS 65.337. The Board of Directors shall hold periodic meetings or events for the dissemination of information to promote the use of alternative fueled vehicles and establishment of refueling and maintenance infrastructure.

2.6 Actions Without Meeting - The Board of Directors may take action without a meeting through electronic communications such as email or telephone under the guidelines established in ORS 65.341.

2.7 Notice – Notice of Board meetings and events shall be maintained by email or on the RVCCC web site. Notices of events shall state the time and place of the meeting, the purpose for the meeting and the business to be conducted, and no other business shall be transacted at such meetings unless added to the agenda by a majority vote. Where

possible, reminders of events shall be emailed to participants and interested parties. Future agendas, meeting minutes, and other important information shall be posted on the web site.

2.8 Quorum - Unless specifically stated otherwise in these Bylaws, a majority of Directors attending meetings shall constitute a quorum for the transaction of business at any meeting.

2.9 Resignation or Removal of a Director - Any Director may resign at any time by notifying the President of the Board of Directors. Such resignation shall take effect at the time specified by the departing Director. A Director who frequently fails to attend may, upon a vote of the Board of Directors, be removed for cause. This provision does not limit the bases upon which Directors can be removed by the Board of Directors for cause. Vacancies shall be filled by election to the Board as detailed in subsection 2.3 above.

ARTICLE 3

3.1 Election of Officers - Officers of the RVCCC shall be a President and Treasurer. All officers shall be elected by the Board of Directors. Each Officer shall hold office until a successor is elected and qualified. Each Officer shall perform the duties incident to the respective office including those listed below and such other duties as may be assigned to each of them from the Board of Directors.

3.2 Resignations - Any Officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

3.3 Vacancies - A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled from among the Directors by majority vote of the Board of Directors.

3.4 President - The President shall have general charge of the business and the governance of the RVCCC. The President has the authority to call special meetings of the Board of Directors. The President may designate a member of the Board to act as President in the President's absence.

3.5 Treasurer - The Treasurer shall oversee the entity that receives and deposits all monies or funds of the RVCCC in such depositories as may be selected by the Board of Directors, and disburse the funds of the RVCCC in the manner directed by the Board of

Directors. The Treasurer shall provide the CCC and the Board of Directors, whenever they may require, accounts of all financial transactions, and, in general, perform the duties incident to the office of Treasurer.

3.6 Clean Communities Coordinator (CCC) - The CCC shall be appointed by the Board of Directors by a simple majority vote. The CCC is without vote. The CCC shall abide by the policies, procedures, and rules as set by the Board of Directors. The CCC shall manage the daily affairs of RVCCC. The Coordinator shall also perform the duties normally assigned to an organizational secretary. These duties include but are not limited to: Keeping the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors and making copies available to the public upon request; seeing that all notices are duly given in accordance with these Bylaws or as required by law; ensuring that all returns and reports are filed with appropriate federal and local authorities; acting as custodian of any corporate records, if incorporation is sought, and the seal of the RVCCC; seeing that the seal of the RVCCC is affixed to all appropriate documents, the execution of which on behalf of the RVCCC is duly authorized in accordance with the provisions of these Bylaws; and, in general, performing all duties incident to the office of Secretary, including keeping the RVCCC website updated. The coordinator will be assisted by other vendors or staff members as directed by the Board of Directors.

3.7 Other Officers - The Board of Directors may establish the qualifications, duties, authority, titles and terms of additional officers not inconsistent with these bylaws as the Board deems necessary in order to carry out the purposes of the RVCCC.

ARTICLE 4

4.1 Removal of Officers, Directors and Clean Communities coordinator

Any Director or Officer or Coordinator may be removed for cause at any Board meeting by the affirmative vote of the majority of the total number of Directors acting on a petition for removal filed with the President or the CCC. Any person to be removed for cause shall receive written notice of the intent of the Directors to do so not less than twenty-one (21) days before the meeting and shall have the right to respond to the petition before a vote for removal. Such petition, along with any response by affected person, shall be provided to the Directors not less than fifteen (15) days before such meeting by email and/or U.S. mail. Vacancies shall be filled in accordance with the provisions of Section 3.3. The Board of Directors may, by a majority vote of the total number of Directors, remove any person who is regularly absent from Board meetings without reasonable excuse.

ARTICLE 5

5.1 Committees - The Board of Directors may designate and appoint one or more committees, each of which shall include at least one Director. Committees shall have the duties assigned to them by the Board.

ARTICLE 6

6.1 Political Involvement

(a) No substantial part of the activities of the Corporation shall attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of a candidate for public office or a ballot measure.

(b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Service Code or corresponding section of any future federal tax code.

ARTICLE 7

7.1 Dissolution

Upon the dissolution and winding up of the Corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to another nonprofit, foundation, association, or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 8

8.1 Liability of the Board of Directors

(a) No Board member, officer, employee, volunteer, or anyone appointed by the Board of Directors to serve on a committee or to serve the Board or to serve as a Board resource shall incur any personal liability for any acts, omissions or errors as such of the Board except for his or her own gross negligence or willful misconduct. No Board

member, officer, employee volunteer, anyone appointed by the Board of Directors to serve on a committee or to serve the Board or to serve as a Board resource shall be liable for the acts, neglect, default, omissions, errors or misconduct of any officer, employee, fellow Board Member, successor Board member or predecessor Board member in which he or she has not participated, concurred or acquiesced.

(b) The Board shall not be liable or responsible for gross negligence or willful misconduct by a Board member, officer, employee, volunteer, or anyone appointed by the Board of Directors to serve on a committee or to serve the Board or to serve as a Board resource.

8.2 Indemnification of Directors, Officers and Employees

(a) The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer or employee or agent or vendor of the corporation from and against: 1. any and all claims and liabilities to which such persons shall become subject by reason of his or her having heretofore or hereafter been a director or officer of the corporation; 2. by reason of any action alleged to have been heretofore or hereafter taken or committed by him or her as such director or officer. The corporation shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own negligence or willful misconduct.

(b) The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any other proper case, even though not specifically herein provided for. The corporation, its directors, officers, employees, vendors and agents, shall be fully protected in taking any action or making any payment under this Article 8, or in refusing to do so, in reliance upon the advice of legal counsel.

(c) The Corporation may indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee, vendor or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the

request of the Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

ARTICLE 9

9.1 Contracts and Other Documents - The Board of Directors, except as otherwise required by law or these Bylaws, may authorize any Officer or Officers, Agent or Agents of the RVCCC to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the RVCCC and such authority may be general or confined to specific instances.

9.2 Amendments - These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the total number of Directors at any regular or special meeting.

9.3 Insurance: 9.1 RVCCC shall have D & O and liability insurance to cover board members, coordinator and other staff members/vendors.

Approved and Signed:

This Day:



Signature

10/19/2011

Michael A. Montez

Printed Name

BOARD CHAIR

Title