

BYLAWS OF THE UTILITIES ADVISORY COMMISSION
OF THE CITY OF PALO ALTO

Section 1. Purpose.

1.1 The City of Palo Alto (the “City”) Utilities Advisory Commission (the “Commission”) desires to establish these bylaws and any other rules and procedures (the “Bylaws”) in order to facilitate and enhance public participation and Commission debate at the Commission’s meetings in accordance with the requirements of Palo Alto Municipal Code (the “Code”) section 2.23.060(c), other provisions of Chapter 2.23 of the Code, and applicable California law, including, without limitation, the Ralph M. Brown Act, California Government Code Section 54950 *et seq.* (the “Brown Act”).

Section 2. Creation; Duties of Commission.

2.1 The Commission is created pursuant to Chapter 2.23 of the Code. The Commission shall perform the duties imposed upon it by applicable ordinances of the City and applicable California and federal laws. In addition, the Commission shall, as may be requested by the Council or the City Manager, provide advice on any matter pertaining to the purpose and duties of the Commission, as set forth in section 2.23.050 of the Code, and as the same may be amended from time to time by ordinance of the City.

Section 3. Officers.

3.1 The officers of the Commission shall consist of a Chair and a Vice Chair.

3.2 The offices of Chair and Vice Chair shall be filled by the election of members of the Commission from among their members. Individuals so elected shall serve for a term of one (1) year, April 1 through March 31, or until such date when their successors are elected. The election shall be held at the first regular Commission meeting conducted on or after April 1 of each year. In the event that either office becomes vacant during the regular term, the Commission shall elect a member to serve for the remainder of the term.

3.3 The Director of Utilities (the “Director”) or the Director’s designee shall serve as the secretary of the Commission and, acting in such capacity, shall keep minutes of all of the meetings of the Commission, shall maintain a twelve-month rolling calendar with tentative future agenda topics, shall accept and file in the name of the Commission documents and correspondence addressed to it, and shall present all such correspondence to the Commission.

3.4 The duties of the officers of the Commission shall be, as follows:

3.4.1 The duties of the Chair shall consist of presiding over all regular and special meetings, including special study sessions, of the Commission, appointing ad hoc committees, calling meetings of the Commission as provided by the Brown Act, designating the

date, time and place of such meetings, signing documents and correspondence in the name of the Commission, and representing the Commission before the Council, its committees and subcommittees, and such other groups and organizations as may be appropriate. The Chair may designate another member to act in his or her stead. The Chair shall have the same voting rights as other members of the Commission.

3.4.2 The duty of the Vice Chair is to assist the Chair and to preside over meetings of the Commission during the Chair's absence.

Section 4. Committees.

4.1 Standing and ad hoc committees may be appointed as required or desired in accordance with the Brown Act. Such committees shall be comprised of no more than three (3) Commission members. These committees shall be project-oriented. Standing committees may be appointed only with the approval of the Council. Ad hoc committees shall meet for a term of one (1) year, April 1 through March 31, or until such date when they are dissolved. Ad hoc committees shall be renewed or dissolved at the first regular Commission meeting conducted on or after April 1 of each year.

Section 5. Quorum.

5.1 Four (4) members of the Commission shall constitute a quorum for conducting its business.

5.2 When there is not a quorum at the commencement of or at any time during a meeting of the Commission, the Chair or the Vice Chair, or in such officers' absences any present Commission member with the longest tenure on the Commission, shall adjourn the meeting, or if no Commission member is present, the Director shall adjourn the meeting, and all such actions shall be taken in conformity with the Brown Act.

Section 6. Regular and Special Meetings; Study Sessions.

6.1 Regular meetings of the Commission shall be held at least once a month, on the first Wednesday of each and every month; provided, however, a regular meeting may be cancelled or held as a special meeting on another day of the month in accordance with the Brown Act. Regular meetings shall be held at 6:00 p.m. in the Council Conference Room or the Chambers of City Hall, 250 Hamilton Avenue, Palo Alto.

6.2 Special meetings, including special study sessions, may be called in accordance with the Brown Act. Notices of special meetings shall be provided in the manner required under the Brown Act. At the special meeting, the Commission shall consider only the business set forth in the notice. Special meetings, including, without limitation, field trips, may be held at locations other than City Hall, as may be specified in the meeting notices; provided,

however, no special meeting shall be held outside of the jurisdictional boundaries of the City, unless it is allowed by the Brown Act.

6.3 Any regular or special meeting of the Commission may be adjourned to a subsequent date for continuation or completion of the business on the Commission's agenda at the meeting. Notice of such adjournment shall be provided in accordance with the Brown Act.

6.4 All regular and special meetings of the Commission shall be open to the public.

6.5 Special study sessions are meetings at which the Commission may receive information about the Department of Utilities' business in an informal setting. The Commission may discuss the material freely and without following the formal rules of parliamentary procedure. Any oral communications and public comments will be received during the study session. The communications and comments of representatives of commerce, industry and not-for-profit groups, as those communications and comments relate to the subject matter of the study session, shall be encouraged.

6.6 Up to two joint study sessions a year will be held between the Commission and the City Council.

Section 7. Agendas.

7.1 The agenda shall contain a brief general description of each item of business to be transacted or discussed at the meeting of the Commission or as required by the Brown Act. The agenda for all regular and special meetings, including special study sessions, of the Commission shall be prepared, in writing, by the Director or the Director's designee, shall be based upon a twelve-month rolling calendar, and shall include any item of business that is carried forward from a prior regular meeting at the request of the Commission or the Director. The agenda shall be posted within the time and in the manner required by the Brown Act. The agenda for a regular meeting will generally be closed and no additional items accepted after 12:00 p.m. of the Monday that is nine days prior to the meeting. Additional items may be added to the agenda thereafter only in accordance with the Brown Act.

7.2 Whenever feasible, a complete copy of each regular meeting's agenda and all supporting materials will be emailed, delivered, or mailed to each Commission member so as to reach the recipients by no later than 6:00 p.m. on the Monday that is nine days prior to the meeting.

7.3 The agenda for a regular meeting shall make provision for the Commission to identify and briefly discuss any and all matters that the Commission desires to consider at any future regular meeting of the Commission.

7.4 Nothing in the Bylaws shall be interpreted to prohibit consideration of any item of business which fosters and facilitates engagement with the general public, which consideration also shall not exclude any representative of commerce, industry or a not-for-profit advocacy group in regard to any utility matter falling within the purpose and duties of the Commission, as set forth in section 2.23.050(b)(1)(A) through (E) of the Code.

7.5 Public comments shall be generally limited to three minutes per person, but this time limitation is subject to the discretion of the Chair, which shall be exercised in accordance with agenda time management concerns.

7.6 Any two Commissioners may bring forward a commissioner memo on any topic to be considered by the Commission, but no more than three Commission members may sign a memo. Prior to the preparation of a commissioner memo, the Commission members who author a memo shall share a draft of the proposed memo with the Director prior to the finalization of such memo. Final commissioner memos shall be provided to the Director by noon nine days prior to the Commission meeting that the memo is intended to be agendized in order to afford the Director sufficient time to process the Commission's agenda packet. The Commission shall not take action on the day that a commissioner memo is introduced if it will adversely impact staff resources or current work priorities which are not addressed in the memo, but the Commission may take action on the day that the memo is introduced if there are no impacts on staff resources or work priorities.

7.7 The agendas shall allow for Commission review of the twelve-month rolling calendar. Items can be added to the rolling calendar at the request of a Commissioner.

Section 8. Conduct of Meetings.

8.1 The Chair, the Vice Chair, the temporary presiding officer appointed by the Chair, or, if necessary, whichever member of the Commission in attendance with the longest tenure on the Commission, shall take the chair at the time designated for the start of the meeting, and shall call the Commission to order.

8.2 The Chair, the Vice Chair, or in his or her absence the temporary presiding officer shall preserve order and decorum at all meetings of the Commission, announce the Commission's decision on all subjects, and decide all questions of order subject to any appeal procedure set forth in the Bylaws.

8.3 The Chair shall call the roll of the Commission members. The Director or the Director's designee shall record the names of those present and those absent.

8.4 The Commission may, by a majority vote of its members, adopt or amend any other rules and procedures to be followed at regular and special meetings and study sessions of the Commission to the extent such rules and procedures are not in conflict with the Bylaws, or any applicable Palo Alto ordinance, or California or federal law, rule or regulation. The other

rules and procedures shall be deemed guidelines and failure to comply with any such rules and procedures shall not be the basis for challenge to or invalidation of any action of the Commission, nor shall they be construed to create an independent remedy or right of action of any kind, except as may be authorized by applicable laws.

Section 9. Amendment.

9.1 The Commission may recommend that the Council amend or repeal the Bylaws. Bylaws can be amended or repealed by the Council in accordance with section 2.23.050(c) of the Code.

Section 10. Bylaws Available to Public.

10.1 Upon the Council's approval, the Bylaws and any other rules and procedures adopted by the Commission pursuant to Section 8.4 hereof shall be transmitted to each member of the Commission, to the Council, and to the City Clerk. Copies of the Bylaws and any other rules and procedures shall be made available to the public, upon request, and at each meeting of the Commission.

THE FOREGOING BYLAWS WERE APPROVED BY THE COUNCIL AT A REGULAR MEETING HELD ON _____, 20xx. THEY SHALL BECOME EFFECTIVE AS OF _____, 20xx.