

## BYLAWS OF THE EAGLE SUSTAINABILITY ADVISORY COMMITTEE

### I. DUTIES AND AUTHORITIES

The Committee shall have the following duties and authorities:

- a. Primarily, review grant applications for funding from the Community Net Zero Funding Pool and recommend funding decisions to the Eagle Town Council via the Adam Palmer Sustainability Fund (Palmer Fund) Executive Director and Town of Eagle Sustainability Specialist.
- b. Serve as sustainability ambassadors throughout the Town of Eagle community.
- c. Cultivate projects in line with the community Net Zero Action Plan.
- d. Provide input to the Town and the Palmer Fund on implementation of the Net Zero Action Plan and goals.
- e. Assist the Town Council and Town staff in implementing the Net Zero Action Plan.
- f. Serve as a link between the Town Council, Town staff, and the community with respect to sustainability initiatives and projects.
- g. Adopt bylaws and guidelines for the functioning of the Committee.

### II. MEMBERSHIP, APPOINTMENTS AND TERMS

- a. The Sustainability Advisory Committee (the "Committee") shall consist of five to nine appointed members, up to seven of whom shall be appointed jointly by the Palmer Fund Executive Director and Town of Eagle Sustainability Specialist.
- b. Members need not reside or own real property within the limits of the Town, however, if they reside outside of the Town they must have a connection to sustainability efforts within the Town. Efforts will be made to appoint members who represent a wide cross-section of the sustainability community including experience in decarbonization, energy efficiency and conservation, both residential and commercial; transportation; energy supply; waste management; land use/natural climate solutions; water and air quality; and conservation.
- c. All appointed Committee members shall serve at least one one-year term in the first year of the Committee's existence. Thereafter, all Committee members will serve two-year terms with a balance of staggered even/odd year term start and finishes.
- d. While not obligated, a member may serve until a successor is appointed. Members may be appointed to serve successive terms without limitations. Appointments to fill vacancies on the Committee shall also be made jointly by the Palmer Fund Executive Director and Town of Eagle Sustainability Specialist.
- e. All members of the Committee shall serve without compensation.
- f. The Palmer Fund Executive Director and Town of Eagle Sustainability Specialist may jointly remove a member of the Committee for neglect of duty or malfeasance in office or for other good cause or without cause in its discretion.

### III. OFFICERS AND TOWN STAFF

- a. The Chair or Co-Chairs shall be represented by Town and/or Palmer Fund staff. A Vice Chair shall be elected annually by a majority of the entire membership of the Committee and may serve successive terms. The Chair shall be responsible

for conducting all meetings of the Committee. The Vice Chair shall substitute for the Chair in the absence of the Chair.

- b. The Town's Sustainability Specialist shall be responsible for providing the appropriate technical staff to assist the Committee. The Sustainability Specialist shall serve in this capacity by operation of these Bylaws and need not be appointed by separate action of the Sustainability Committee for this purpose. In the event the Sustainability Specialist position is not filled, staff will be appointed by the Town Manager.

#### IV. MEETINGS AND VOTES

- a. A quorum for the Committee shall consist of a majority of then appointed members. A quorum is necessary for the Committee to take official action. All official actions of the Committee shall be taken by vote, with a majority of those members present and voting needed to approve a vote except as otherwise expressly provided in these Bylaws. A roll call vote shall be taken upon the request of any member. A tie vote shall be deemed denial of the motion or recommended action.
- b. The Committee shall keep a record of its proceedings, which record shall be open to the public via the Palmer Fund's website at <https://www.apsfund.org/>. Summaries of action taken at a public meeting of the Committee may be approved at a subsequent meeting by a majority vote of the members present at the subsequent meeting, without regard to the identity of the specific members attending both meetings, provided that copies of the proposed written minutes or summary are provided to all members for their review and comment prior to the meeting at which the vote to approve is taken.
- c. Regular meetings of the Committee may be held as needed, but at least quarterly. The Palmer Fund Executive Director will notify the Committee at least two weeks in advance of the need for a meeting. If there are no pending projects that necessitate a meeting, the Palmer Fund Executive Director and town Sustainability Specialist may request a meeting for training or other useful purposes.
- d. All requests for approval or other official action by the Committee, and all matters scheduled for public discussion by the Committee, shall be placed on a written agenda of the Committee. The Chair shall have the discretion to alter the order of the Committee's consideration or hearing of any of the items listed on an agenda if appropriate in light of the relative anticipated length of items, the presence or absence of interested persons, or other reasonable considerations. In addition, the Committee, by majority vote, shall have the right to amend the agenda to add, delete, or table or continue any matter.

#### V. RELATIONSHIP TO THE TOWN COUNCIL AND TOWN STAFF:

- a. The Committee shall advise and recommend to the Palmer Fund Executive Director and Town of Eagle Sustainability Specialist exclusively on those matters pertinent to the Committee's duties and subject area, as set forth herein. The Palmer Fund Executive Director and Town of Eagle Sustainability Specialist will

make final decisions on the Committee's recommendations before advising and recommending to the Eagle Town Council.

VI. AMENDMENTS TO BYLAWS

These Bylaws may be amended by a majority vote of the total membership of the Sustainability Advisory Committee, and upon acceptance by both the Palmer Fund Executive Director and Town of Eagle Sustainability Specialist.