

**DRAFT:**  
**For Discussion Purposes**

**BYLAWS OF THE  
CALIFORNIA TECHNICAL FORUM  
(CAL TF)**

December 10, 2013

## **ARTICLE I: NAME**

The name of this organization is the California Technical Forum (Cal TF).

## **ARTICLE II: PURPOSE AND POWERS**

A. Purposes. The Cal TF is organized and shall be operated exclusively to carry out the objectives and activities identified in the Cal TF Charter, dated \_\_\_\_\_, any approved Business Plans and updates thereto.

B. Powers. The Cal TF is authorized to engage in activities necessary to carry out its responsibilities as set forth in the Cal TF Charter, dated \_\_\_\_\_.

## **ARTICLE III: MEMBERSHIP**

A. Appointment Process for Voting Members. The Technical Forum (TF) Chair will solicit nominations through a Request for Qualifications (RFQ) process for TF Voting Members from California's Investor-Owned Utilities, Publically-Owned Utilities, Program Implementers, California state energy offices, energy efficiency professionals located in California, California-based public interest groups, customers and other energy efficiency experts from within and outside the region. The nominees interested in membership will submit a resume, letter of interest and request for compensation, if interested, to the TF Chair. The TF Chair, TF Vice-Chair, TF Staff and interested PAC members will review the nominees' technical expertise, sector experience, technology focus, policy experience, and institutional experience. Based on their review, the TF Chair will make membership recommendations to the Policy Advisory Committee (PAC). The PAC will then appoint TF Voting Members in accordance with the principles set forth in the Cal TF Charter.

B. Appointment Process for Non-Voting and Correspondence Members. The TF Chair may appoint corresponding members and interested parties as non-voting members of the TF. Corresponding members bring special expertise to the work of the TF and may be asked by the TF Chair to serve on TF Subcommittees and/or provide comments on matters before the TF. Interested parties are persons who attend TF activities and who may serve on TF Subcommittees at the direction of the TF Chair, but receive no compensation from the Cal TF for their work or time.

C. Membership Term (Voting Members). All TF Voting Members shall be appointed for an initial one-year term and may be re-appointed by the PAC for successive one-year terms without limitation. TF Voting Members may serve for more than one term, but must submit their resume and letter of intent to the TF Chair for consideration, the same as other persons interested in appointment to the TF.

D. Resignation. Any TF Voting Member may resign at any time by delivering written notice to the TF Chair. Such resignation shall be effective upon receipt unless the notice specifies a later effective date. Acceptance of the resignation is not necessary for the resignation to be effective.

E. Removal. The TF Voting Members may make a removal recommendation to the TF Chair if seventy-five percent of TF Voting Members agree on such recommendation. Removal of any member shall not occur unless the member who is the subject of any such removal recommendation is afforded an adequate opportunity to respond, in writing and/or in person, to any allegations made in connection with such removal.

The final decision to remove a TF Voting Member resides with the PAC. Corresponding members and other non-voting members may be removed, with or without cause, by the TF Chair in consultation with the PAC.

F. Vacancies. Any vacancy occurring in the TF for any reason, including a vacancy resulting from the removal of a TF Voting Member, may be filled by selecting from resumes received through the most recent RFQ process. Vacancies may be filled without going through a new RFQ process. The TF Chair may opt to fill all vacancies as they arise or may wait until the next RFQ process. The PAC must approve any new TF Voting Members who fill vacancies.

G. Compensation. Participation in the TF is voluntary. Ordinarily, TF Members shall not receive compensation for their services. However, TF Voting Members or corresponding members of the TF may, in some cases, receive compensation for time spent on TF related activities if they are not receiving any compensation as part of their normal job duties for participating in the TF. Such compensation and associated budget must be approved by the TF Chair and PAC before the TF Member provides services for compensation. The budget for any member's compensation must be added to the Cal TF's approved annual operating budget. All TF Member compensation shall be identified in the Cal TF's annual financial report.

H. Travel Reimbursement. If approved by the PAC, the TF Chair will, upon request, reimburse TF Members for travel for the purpose of attending TF meetings, in accordance with the mileage re-imbursement rates established by the federal General Services Administration. Any exceptions to the General Services Administration mileage rates, on a case-by-case basis, must be approved in writing by the TF Chair, and reported to the Sponsoring PAC Member (defined in Article VII), if one exists.

#### **ARTICLE IV: MEETINGS**

A. Notice. Regular PAC and TF meetings for the calendar year will be set annually. Meetings may be changed by the TF Chair with one month's notice. Special meeting notices shall be given at least one week before each meeting. Meeting notices shall be directed to the members' electronic mail address and posted on the Cal TF website.

Others interested in receiving electronic notice of TF meetings and who have provided the TF with their names and electronic mail address shall also be given notice of TF meetings on the same schedule as above. TF Staff shall make every attempt to provide TF Voting Members with all written materials related to a vote no less than two weeks prior to the meeting at which the vote will be taken.

B. Meeting by Telephone Conference or Other Electronic Means. The TF may hold a meeting by telephone conference or other electronic means provided all persons participating in the meeting can speak and hear each other. Participation in such meeting shall constitute attendance at the meeting.

C. Voting Procedure. A proposed action by the TF must be moved by a TF Voting Member or TF Chair and seconded by another TF Voting Member before a vote may be taken.

D. Procedural Rules. TF meetings shall be conducted based on the rules outlined in the most recent edition of Robert's Rules of Order or any other generally accepted collection of parliamentary procedure chosen by the members, to the extent reasonable. The TF Chair or his or her designee will decide all procedural questions.

E. Minutes. The TF Chair will certify TF meeting minutes. The minutes should include a complete and accurate description of matters discussed, conclusions reached, actions taken, and persons in attendance. The minutes should also include the number of persons participating in the vote, the number of yea and nay votes, the number of abstentions, and shall identify members abstaining on grounds of Conflict of Interest and the material facts related to any such conflict. The minutes also will include copies of reports received, issued or approved by the TF, and all documents approved by the TF. Draft minutes of meetings will be prepared and released within ten days of the meeting, unless the TF Chair grants an extension. The TF Chair will make available copies of the minutes to members of the Cal TF and the other interested persons, and publish the minutes on the Cal TF website.

## **ARTICLE V: OFFICERS**

A. Designation. The officers of the Cal TF shall include a PAC Chair and Vice-Chair, and TF Chair and Vice Chair.

B. Term. Officers shall serve a term of three (3) years, with the initial term being two (2) years. Officers can be reappointed to consecutive terms. The PAC shall approve the TF Chair. The TF Chair shall select a Vice Chair. The TF Vice-Chair shall be submitted to the PAC for approval.

C. TF Chair. The TF Chair shall have the duties and responsibilities set forth in the Cal TF Charter and Bylaws in addition to such other responsibilities as the PAC shall assign. The TF Chair is a non-voting PAC member and is the PAC Vice-Chair.

D. TF Vice-Chair. The TF Vice-Chair shall have the duties and responsibilities set forth in the Cal TF Charter and Bylaws, in addition to such other responsibilities as the Cal TF Chair shall assign.

## **ARTICLE VI: SUBCOMMITTEES**

A. Creation. The TF Chair may designate and appoint TF Subcommittees as necessary and appropriate to address specific Measures or technical issues that cannot be addressed efficiently through the full TF meetings. Members of TF Subcommittees could include TF Voting Members, non-voting members (correspondence members) or others with the technical expertise or experience relevant to the Subcommittee's responsibilities. The TF Chair or a designee and any TF Staff assigned by the TF Chair shall be a member of all TF Subcommittees.

B. Authority. TF Subcommittees report directly to the TF via the TF Chair or TF Vice-Chair. TF Subcommittees shall have and may exercise such powers and authority as conferred by the TF. No TF Subcommittee shall have the authority to (a) make recommendations to the PAC; (b) amend, alter, or repeal these bylaws or the Cal TF Charter; or (c) elect, appoint, or remove any TF Member or officer. The designation and appointment of any TF Subcommittee and the delegation of authority to such subcommittee shall not operate to relieve the TF of any responsibility imposed by the Cal TF charter or the bylaws.

## **ARTICLE VII: CONTRACTS AND FINANCIAL MANAGEMENT**

A. Contracts. For the first two (2) years of operation, the PAC will approve a PAC Member, the "Sponsoring PAC Member," and with the Sponsoring PAC Member's approval, to contract with the TF Chair for performing the tasks set forth in the PAC-approved Cal TF Business Plan, consistent with the approved budget. The Sponsoring PAC Member will enter into co-funding agreements with other PAC Members who have agreed to provide funding to the Cal TF.

B. Financial Management. The Sponsoring PAC Member will be responsible for overseeing the Cal TF's financial management, relying on assistance from the TF Vice-Chair. The TF Vice-Chair will ensure that an annual compilation of the expenditures relative to budget will be submitted to the PAC through the Sponsoring PAC Member. The TF Vice-Chair will ensure that the TF's financial reports, which include annual budget versus annual expenditures, are included in the Cal TF's annual report.

## **ARTICLE VIII: BUSINESS PLAN, BUDGET, AND FUNDING**

A. Cal TF Business Plan and Budget. The TF Chair shall develop an initial Cal TF Business Plan with input from the PAC, including at a minimum input from:

- 1) Program Administrators - including both the Investor-Owned Utilities and Publicly-Owned Utilities;
- 2) Program Implementer Representatives; and
- 3) Regulators, including the CPUC's Energy Division and the California Energy Commission.

The Cal TF Business Plan is intended to be sufficiently flexible such that the TF Chair, with approval from the PAC, may modify it to accommodate changes in work or funding priorities, budget issues, and other unforeseen circumstances.

The TF Chair shall also develop a budget for approval by the PAC. The size of the Cal TF budget shall be commensurate with the scope of work contained in the Business Plan.

B. PAC Approval of Work Plan, Business Plan, and Budget. PAC approval of the Cal TF Business Plan and budget recommendations and any significant changes proposed thereto shall take place at regularly scheduled PAC meetings.

C. Tracking of Work Plan Progress and Funding Reallocation. The TF Chair shall report the progress of work and budget expenditures made under the Cal TF Work Plan at least quarterly to the TF and PAC. Based on its review, the PAC may propose reallocation of funds and/or revisions to the Cal TF Work Plan.

D. Funding. Cal TF funders include investor-owned utilities and public utilities. Subject to PAC review and approval, the Cal TF does not restrict contributors to specific businesses, industries or organizations.

- The Cal TF cannot contract for work without funding commitments in place sufficient to cover the cost of the work being contracted for.

## **ARTICLE IX: REPORTING**

A. Quarterly Reports. Every quarter the Cal TF shall publish on its website a report describing progress made on the annual Work Plan and funds expended as a result. The Quarterly Report shall include news of any anticipated changes to the Business Plan or budget. The annual report shall be posted on the Cal TF website subsequent to PAC review.

B. Annual Report. The TF Chair will submit an annual report to the PAC within two (2) months of the close of the year detailing the previous year's accomplishments and financial expenditures. The annual report will be posted on the Cal TF website within ten (10) business days of PAC approval of the report.

## **ARTICLE X: CONFLICTS OF INTEREST/ CODE OF INDEPENDENCE AND CODE OF CONDUCT**

A. Generally. PAC Members, TF officers, TF Staff, and TF Members shall at all times conduct Cal TF business in a fair and honest manner.

B. Conflicts Policy. The PAC shall adopt a Conflicts of Interest Policy (Conflicts Policy) and shall review and update it as conflicts arise that are not addressed in a satisfactory way by the Conflicts Policy. The Conflicts Policy is incorporated in these Bylaws by reference. All Cal TF Participants (defined in Article XI), including PAC Members, the TF Chair, TF Vice-Chair, TF Staff, and TF Members are required to sign the Conflicts Policy.

C. Code of Independence/Code of Conduct. The PAC shall adopt a Code of Independence/Code of Conduct that shall establish, at a minimum, the following:

- 1) TF Voting Members shall vote on technical issues based on their best independent professional judgment, and not based on their institutional positions.
- 2) Cal TF Participants (defined in Article XI) shall conduct themselves in a professional and courteous manner;
- 3) Cal TF Participants agree to carefully and thoroughly review all relevant material before any meetings in which they will be called upon to vote; and
- 4) Cal TF Participants agree to identify studies, data or documents of which they are aware relating to technical matters that will be brought to the Cal TF for a vote.

D. Reporting Concerns. Any person who is concerned that a violation of the Conflicts Policy or Code of Conduct has occurred may report such concern to any officer of the TF. Upon receipt of any such report, the officer shall inform the PAC for consideration of further action.

#### **ARTICLE XI: TERM OF THE Cal TF**

The initial term of the Cal TF shall be for two calendar years from the time the following documents and items, listed below, are approved, and the following Cal TF Participants are PAC-approved and have agreed to serve as designated:

##### Documents/Items

1. Bylaws,
2. Charter.
3. Conflicts Policy,
4. Code of Independence/Code of Conduct,
5. Business Plan, and
6. Budget.

##### Cal TF Participants

1. PAC Chair and Vice-Chair
2. PAC Members
3. TF Chair and Vice-Chair
4. TF Members

Subsequent terms of the Cal TF shall be three-year cycles.

## **ARTICLE XI: AMENDMENT**

These Bylaws may be amended at any regular meeting of the PAC through a vote.

The Bylaws for the Cal TF were approved and adopted at a duly noticed meeting of the PAC on \_\_\_\_\_, 2013 in San Francisco, California.

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/s/ PAC Voting Members