



BY-LAWS

City of Columbia Climate Protection Action Committee (CPAC)

Article I: The Climate Protection Action Committee

Section 1. The official name of this organization shall be the City of Columbia Climate Protection Action Committee, hereinafter called "CPAC."

Article II: Mission and Purpose Objectives

Section 1. The mission of CPAC is to develop and advocate for effective strategies to mitigate greenhouse gas emissions, adapt to climate change, conserve natural resources, and otherwise protect the environment at a City level, while also fostering an improved quality of life for the citizens of the City of Columbia.

Section 2. The purpose of CPAC is to recommend and oversee the development and implementation of mission-based programs and projects within the City of Columbia.

Article III: Authority

Section 1. —CPAC shall advise the City of Columbia City Council on the necessary steps to develop and implement programs and projects that it deems necessary to accomplish the mission as stated in Article II, Section 1, hereof.

Section 2. CPAC shall inform the residents of the City of Columbia of its actions and engage citizens to ensure responsiveness to public needs.

Section 3. CPAC may only act and communicate its actions in the manner authorized by these By-Laws.

Article IV: Membership

Section 1. CPAC shall consist of Voting and Non-Voting Appointees. The Voting Appointees shall comprise the Committee of Voting Appointees of CPAC, hereinafter called "CVA".

- Section 2. The CVA shall consist of seven (7) Voting Appointees, one representing each City Council seat and one representing the Mayor. Each of the Voting Appointees are approved by City Council and the date of their official appointment—approval marks the beginning of their term. The term of any Voting Appointee shall be three years (unless the Voting Appointee is finishing the term of a previous appointee per Article IV, Section 3). At the completion of their first term, a Voting Appointee may be eligible for reappointment for a second three-year term at the discretion of City Council. At the completion of their second and final term, a Voting Appointee may continue as an Advisory Member to CPAC at the discretion of the Committee of Voting Appointees. After a one-year hiatus from a CPAC Appointee position, an Advisory Member may be considered for reappointment to any open position on CPAC. The Staff Assistant to CPAC will maintain a calendar of the terms of all Voting Appointees.
- Section 3. Any mid-term vacancy in the CVA shall be filled by the applicable City Council member or Mayor through the proper application and approval process for the duration of the term. Any Voting Appointees appointed to fill a vacant CVA seat with fewer than 18 months remaining on the term may be eligible for reappointment to a maximum of two full three-year terms at the discretion of City Council. Any Voting Appointees appointed to fill a vacant CVA seat with greater than 18 months remaining on the term may be eligible for reappointment to a maximum of one full three-year term at the discretion of City Council. At the completion of their final term, they may continue as an Advisory Member as stated in Article IV, Section 2, hereof.
- Section 4. Should the Mayor, City Council, or public works staff wish to appoint additional individuals to CPAC beyond the CVA members, they may do so through the proper approval process designating the Appointees as Non-Voting Appointees. A maximum of eight (8) Non-Voting Appointees may be designated at any time. Each of the Non-Voting Appointees are approved by City Council and the date of their official appointment approval marks the beginning of their term. The term of any Non-Voting Appointee shall be three years. At the completion of their first term, a Non-Voting Appointee may be eligible for reappointment for a second three-year term at the discretion of City Council. At the completion of their second and final term, a Non-Voting Appointee may continue as an Advisory Member to CPAC at the discretion of the Committee of Voting Appointees. After a one-year hiatus from a CPAC Appointee position, an Advisory Member may be considered for reappointment to any open position on CPAC. The Staff Assistant to CPAC will maintain a calendar of the terms of all Non-Voting Appointees.
- Section 5. CPAC’s CVA may **select** Advisory Members to CPAC from local governments, environmental nonprofits—other organizations, and members of the public as deemed appropriate **and recommend their appointment by approval of Council**. Select City staff may also serve as Advisory Members to CPAC. There is no limit to the number of Advisory Members selected by CPAC and there are no term limits associated with their role. Advisory Members serve CPAC at the **recommendation** of the CPAC CVA **and approval of City Council**.
- Section 6. Voting Appointees, Non-Voting Appointees, and Advisory Members may at any time, for any reason or no reason, tender their written resignation to the Chairperson.

Article V: Officers

- Section 1. The Officers of CPAC shall consist of three elected members—from the CVA: a Chairperson, a Vice-Chairperson, and a Secretary.
- Section 2. Annually, at the January monthly meeting, the CVA shall elect by a majority vote a Chairperson, Vice-Chairperson, and Secretary whose offices will begin with the February monthly meeting. While candidates for these three offices must be members of the CVA, nominations may be made by either Voting or Non-Voting Appointees. **The slate of officers shall be approved by City Council before beginning their term as an officer.**
- Section 3.——The Chairperson shall preside at all monthly CPAC meetings and at work sessions and other special meetings called by CPAC. The Chairperson shall call work sessions and special meetings when required, and shall transmit reports, plans, and recommendations to the appropriate governing authority, and in general, shall act as spokesperson for CPAC. The Chairperson may appoint others to attend such meetings to represent CPAC.
- Section 54. The Vice-Chairperson shall serve as Chairperson in the absence or the inability of the Chairperson.
- Section 5. The Secretary shall work with the Staff Assistant to CPAC to maintain term calendars and assist with parliamentary procedures.
- Section 6. In the absence of both the Chairperson and Vice-Chairperson from a meeting of CPAC, the Secretary will act as a temporary Chairperson for that meeting and will proceed with the order of business— so long as a CVA quorum is present.
- Section 7. The City of Columbia Sustainability Facilitator shall serve as the Staff Assistant to CPAC. The Staff Assistant shall keep minutes and records of CPAC, prepare with the Chairperson the agenda for regular and special meetings, provide notice of meetings, attend to CPAC correspondence, maintain meeting calendars and Appointee term calendars, maintain Appointee attendance records, and perform other duties assigned by the Chairperson.

Article VI: Meetings

- Section 1. Each year at the January monthly meeting, the CVA shall approve the annual meeting schedule with one regular meeting being held each month.
- Section 2. All meetings of CPAC shall be open to the public and all records of CPAC shall be public record, provided, nonetheless, that CPAC may utilize executive sessions. Executive sessions will be limited to Voting Appointees, Non-Voting Appointees, and the Staff Assistant to CPAC. Meeting minutes will be uploaded to the CPAC website for public access in a timely manner by the Staff Assistant to CPAC.

- Section 3. Special meetings of CPAC may be called at any time by the Chairperson, provided that notice of at least twenty-four (24) hours shall have been given to each member.
- Section 4. For the purposes of all CPAC business, the presence of a majority of the CVA shall constitute a quorum. A quorum shall be present before any CPAC business is transacted.
- Section 5. Items of business to be discussed at the scheduled meeting shall appear on the agenda. Business that is not identified on the agenda may be considered under Other Business.
- Section 6. The Chairperson, subject to these By-Laws, shall decide all points of procedure unless otherwise directed by a simple majority of the present CVA members.
- Section 7. Should any Voting or Non-Voting Appointee of CPAC or its ad-hoc committees be financially or closely associated, either personally or professionally, with any issue that comes before CPAC, said Appointee shall identify themselves to the assembled group and consider recusing themselves from participating in discussing and/or voting upon the issue. A Voting Appointee, non-Voting Appointee, or Advisory Member of CPAC may raise the question of conflict of interest of another member regarding any issue before CPAC. Upon full disclosure of the conflict of interest and consideration of the best interest of CPAC and its mission, a majority of CVA members will vote to determine whether the affected Appointee must recuse themselves from any discussion and/or voting.

Article VII: Committees

- Section 1. The CVA shall establish committees as it deems necessary to accomplish the purposes as stated in Article II, Section 2, hereof. The chair of any such committee shall be a CPAC Voting or Non-Voting Appointee. Ad-hoc committees shall report to the Chairperson and may not take action except as authorized by the CPAC CVA per these By-Laws.

Article VIII: Attendance

- Section 1. Attendance of Voting Appointees and Non-Voting Appointees is expected at all monthly meetings. Attendance of Voting Appointees and Non-Voting Appointees at all work sessions, special meetings, etc. is highly encouraged. Voting Appointees and Non-Voting Appointees should alert the Chairperson in writing if they require an excused absence from an upcoming meeting. Attendance of Advisory Members at all monthly meetings, work sessions, special meetings, etc. is highly encouraged.
- Section 2. The minutes of CPAC meetings shall record Voting and Non-Voting Appointees present and absent.
- Section 3. The CVA may recommend the removal of any Voting Appointee or Non-Voting Appointee who has two consecutive unexcused absences from monthly meetings or accumulates a total of three or more unexcused absences from monthly meetings in any calendar year.

The affected Appointee must be informed of the initiation of recommendation of removal in writing by the Chairperson at least forty-eight (48) hours prior to the time the vote is taken. Any approved CPAC removal recommendation will then be forwarded for approval by City Council. Upon approval of City Council, the term of the Appointee will be ended.

Article IX: Amendment

Section 1. These By-Laws may be amended at any regular meeting of CPAC where a quorum is present by an affirmative vote provided that such amendment shall have first been presented to all members in writing at least forty-eight (48) hours prior to the time the vote is taken. All amendments must be approved by City Council.