
BY-LAWS

OF

PIONEER COMMUNITY ENERGY

Adopted July 26, 2016
Amendment No. 1 – March 18, 2021
Amendment No. 2 – April 15, 2021
Amendment No. 3 – April 15, 2021
Amendment No. 4 – July 15, 2021
Amendment No. 5 – November 18, 2021
Amendment No. 6 – February 17, 2022
Amendment No. 7 – April 21, 2022

ARTICLE I – THE AUTHORITY

Section 1.1. Name. The official name of the Authority shall be “Pioneer Community Energy.” The Authority was created pursuant to the Joint Exercise of Powers Agreement for the Establishment of the Sierra Valley Energy Authority, effective September 9, 2015 (the “Agreement”), between the County of Placer (“County of Placer”) and the City of Colfax (the “City”) and Article 1 (commencing with Section 6500) of Chapter 5, Division 7, Title 1 of the Government Code of the State of California (the “Joint Powers Law”). The Joint Exercise of Powers Agreement was later amended to be the Amended and Restated Joint Exercise of Powers Agreement for the Sierra Valley Energy Authority effective February 22, 2017. The Authority was then renamed Pioneer Community Energy by Resolution 2017-3 on July 7, 2017, of the Governing Body and by subsequent resolution of each of the Members of the Authority.

Section 1.2. Office. The business office of the Authority shall be the business office of Pioneer Community Energy, or at such other place as may be designated by the Governing Body. **(Amendment No. 5: Resolution 2021-43)**

Section 1.3. Compensation. Governing Body members shall serve without compensation by the Authority, except that they shall be entitled to reimbursement of expenses incurred in connection with duties performed in the course of service to the Authority.

Section 1.4. Conflicts of Interest. The Authority shall adopt a Conflict of Interest Code.

ARTICLE II – OFFICERS

Section 2.1. Officers. The Officers of the Authority shall be the Chairperson, Vice Chairperson, Executive Director, Secretary, Auditor-Controller and Treasurer.

Section 2.2. Chairperson. The Chairperson of the Authority shall be appointed by the Governing Body as set forth in the Agreement. The Chairperson shall preside at all meetings of the Authority and shall submit such information and recommendations to the Governing Body as he or she may consider proper concerning the business, policies, and affairs of the Authority.

Section 2.3. Vice Chairperson. The Vice Chairperson shall be appointed by the Governing Body as set forth in the Agreement. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson, until such time as a new Chairperson is selected or appointed.

Section 2.4. Executive Director. The Executive Director is appointed by the Governing Body. The Executive Director of the Authority shall be responsible for execution and supervision of the affairs of the Authority. Except as otherwise authorized by resolution of the Governing Body, the Executive Director or the Executive Director’s designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 2.5. Secretary. The Secretary shall be the Board Clerk. The Secretary shall keep the records of the Authority, shall act as Secretary at the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such a purpose, and shall perform all incidents to the office. **(Amendment No. 2: Resolution 2021-14)**

Section 2.6(a). Treasurer. The Governing Body shall appoint a Treasurer to serve as the Treasurer of the Authority in compliance with the Act. Subject to the applicable provisions of any trust agreement, indenture or resolution providing for a trustee or other fiscal agent, the Treasurer is designated as the depository of the Authority to have custody of all the money of the Authority, from whatever source, and, as such, shall have the powers, duties and responsibilities specified in Section 6505.5 of the Act.

(Amendment No. 5: Resolution 2021-43)

Section 2.6(b). Auditor-Controller. The Governing Body shall appoint an Auditor-Controller in compliance with the Act who shall perform the functions of the auditor of the Authority, as such functions are set forth in Section 6505.5 of the California Government Code.

(Amendment No. 5: Resolution 2021-43)

As Auditor of the Authority, the Auditor shall draw warrants to pay demands against the Authority when the demands have been approved by the Governing Body and shall assure that there is strict accountability of all funds and reporting of all receipts and disbursements of the Authority.

The Governing Body may combine both the positions of Treasurer and Auditor-Controller to be held by one officer or employee pursuant to Section 6505.6 of the Act.

(Amendment No. 3: Resolution 2021-17; Amendment No. 5: Resolution 2021-43)

Section 2.7. Confirmation of Officers. Confirmation of officers shall be the first order of business at the first meeting of the Governing Body, regular or special, held in each calendar year.

Section 2.8. General Counsel. The Governing Body shall select such attorney or firm of attorneys as it shall determine to act as the General Counsel to the Authority.

(Amendment No. 1: Resolution 2021-12)

Section 2.9. Authority to Bind Agency. No member, officer, agent, or employee of the Authority, without prior specific or general authority by a vote of the Governing Body, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

Section 2.10. Chair and Vice Chair Vacancy. At any meeting where the Chair and Vice Chair are not present, the previous Chair of that body will serve as Interim Chair. If that person is not present, the longest serving member of that body will serve as Interim Chair. If it is a new committee, members will draw lots to determine who will serve as Interim Chair.

(Amendment No. 4: Resolution 2021-30)

ARTICLE III - EMPLOYEES AND AGENTS

Section 3.1. Appointment of Employees and Agents. The Authority may from time to time request from County of Placer the services of such personnel, counsel, or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Governing Body may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Governing Body may determine, for the performance of Agency business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services.

ARTICLE IV – MEETINGS

Section 4.1. Regular Meetings. Regular meetings shall be held as set forth in the Agreement, any resolution of the Governing Body and California law, including, but not limited to, the Joint Powers Law. Regular meetings will be noticed and held in accordance with the Ralph M. Brown Act.

Section 4.2. Special Meetings. A special meeting may be called at any time by the Chairperson or the Executive Director by delivering written notice to each member. Such written notice may be dispensed with as to any Governing Body member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by telegram or telecopy, or electronic transmission. Such written notice may also be dispensed with as to any member who is actually present at the meeting. Special meetings will be held in accordance with the Ralph M. Brown Act.

Section 4.3. Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Governing Body from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4. Public Hearings. All public hearings held by the Governing Body shall be held during regular or special meetings of the Governing Body.

Section 4.5. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Governing Body may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Governing Body members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting may by order or notice of continuance be continued or reconvened to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.6. Ralph M. Brown Act. The Ralph M. Brown Act applies to all meetings of the Governing Body.

Section 4.7. Quorum. A majority of the members of the Governing Body shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is

obtained. Any action or decision of the Authority shall be on motion duly approved by a majority of a quorum of the Governing Body at a lawfully held meeting.

Section 4.8. Order of Business. The Chairperson or Executive Director shall prepare or approve the agenda of all meetings. Business will be conducted according to the agenda, except when determined by the Governing Body as permitted by law.

Section 4.9. Parliamentary Procedure. The presiding officer at the meeting shall determine the rules of conduct. The presiding officer may be guided by the rules of parliamentary procedure set forth in Robert's Rules of Order, but failure to follow Robert's Rules of Order shall not affect the validity of any action or motion duly taken or adopted by the Governing Body at any lawfully held meeting.

Section 4.10. Minutes. The Secretary shall cause to be kept minutes of the meetings of the Board and shall, as soon as practicable after each meeting, cause a copy of the minutes to be forwarded to each member of the Governing Body. **(Amendment No. 5: Resolution 2021-43)**

ARTICLE V – COMMITTEES

Section 5.1. Establishment of Committees. The Governing Body may establish standing or ad hoc committees as it deems appropriate to assist the Governing Body in carrying out its functions and implementing the CCA program, related energy programs, and the provisions of the JPA Agreement.

Section 5.2. Membership. The membership of any such committee shall be approved by the Governing Body by a majority vote. Except as otherwise provided by the Governing Body, existing committee members shall be affirmed by the Governing Body each year at its February meeting, or as soon thereafter as is reasonably practicable, unless they provide advance notice to the Chairperson of the Authority that they desire to step down from the committee; they are otherwise removed or replaced by the Governing Body; or the committee is dissolved. The Governing Body may remove a committee member from a committee, with or without cause, by a majority vote. The Governing Body shall fill any vacancy in accordance with the provisions of these Bylaws.

Section 5.3 Alternate Board Members. As specified in Section 5.A of the Agreement, an alternate may attend, participate, and vote at any meeting of any committee whenever the regular Governing Body member, for who they are designated to act as an alternate, is absent from the meeting. **(Amendment No. 7: Resolution 2022-8)**

Section 5.3. Officers. Unless otherwise determined by the Governing Body, each committee shall on an annual basis choose its officers, comprised of a Chairperson and Vice-Chairperson.

Section 5.4. Committee Meetings. If required by the provisions of the Ralph M. Brown, written notice of the time and place of each committee meeting, and the business to be transacted, shall be given in accordance therewith. Except as otherwise provided by the Governing Body, a majority of the members of each committee shall constitute a quorum for the transaction of business. **(Amendment No. 6: Resolution 2022-6)**

ARTICLE VI – AMENDMENTS

Section 6. Amendments to By-Laws. These by-laws may be amended by the Governing Body at any regular or special meeting by majority vote, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.
(Amendment No. 6: Resolution 2022-6)

END

AMENDMENTS

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| Amendment | Amendment No. 1 |
| Date | March 18, 2021 |
| Resolution | Resolution 2021-12 |
| Detail | <p>NOW THEREFORE, IT IS MUTUALLY AGREED THAT THE FOLLOWING CHANGE IS HEREBY MADE IN THE BY-LAWS:</p> <p>1. <u>Section 2.8 shall be removed and replaced with the following:</u></p> <p>2.8 <u>General Counsel.</u> The Governing Body shall select such attorney or firm of attorneys as it shall determine to act as the General Counsel to the Authority.</p> |

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| Amendment | Amendment No. 2 |
| Date | April 15, 2021 |
| Resolution | Resolution 2021-14 |
| Detail | <p>NOW THEREFORE, IT IS MUTUALLY AGREED THAT THE FOLLOWING CHANGE IS HEREBY MADE IN THE BY-LAWS:</p> <p>1. <u>Section 2.5 shall be removed and replaced with the following:</u></p> <p>2.5 <u>Secretary.</u> The Secretary shall be the Board Clerk. The Secretary shall keep the records of the Authority, shall act as Secretary at the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all incidents to the office.</p> |

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| Amendment | Amendment No. 3 |
| Date | April 15, 2021 |
| Resolution | Resolution 2021-17 |
| Detail | <p>NOW THEREFORE, IT IS MUTUALLY AGREED THAT THE FOLLOWING CHANGE IS HEREBY MADE IN THE BY-LAWS:</p> <p>1. <u>Section 2.6 and Section 2.7 shall be removed and replaced with the following:</u></p> <p>2.6 <u>Treasurer.</u> The Governing Body shall appoint a Treasurer to serve as the Treasurer of the Authority in compliance with the Act. Subject to the applicable provisions of any trust agreement, indenture or resolution providing for a trustee or other fiscal agent, the Treasurer is designated as the depository of the Authority to have custody of all the money of the Authority, from whatever source, and, as such, shall have the powers, duties and responsibilities specified in section 6505.5 of the Act.</p> <p><u>Auditor-Controller.</u> The Governing Body shall appoint an Auditor-Controller in compliance with the Act who shall perform the functions of the auditor of the Authority, as such functions are set forth in Section 6505.5 of the California Government Code.</p> <p>As auditor of the Authority, the Auditor shall draw warrants to pay demands against the Authority when the demands have been approved by the Governing Body and shall assure that there is strict accountability of all funds and reporting of all receipts and disbursements of the Authority.</p> <p>The Governing Body may combine both the positions of Treasurer and Auditor/Controller to be held by one officer or employee pursuant to Section 6505.6 of the Act.</p> |

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| Amendment | Amendment No. 4 |
| Date | July 15, 2021 |
| Resolution | Resolution 2021-30 |
| Detail | <p>NOW THEREFORE, THE FOLLOWING AMENDMENT IS HEREBY MADE TO THE BY-LAWS:</p> <p>1. A new <u>Section 2.10 shall be added as follows:</u></p> <p>2.10 <u>Chair and Vice Chair Vacancy.</u> At any meeting where the Chair and Vice Chair are not present, the previous Chair of that body will serve as Interim Chair. If that person is not present, the longest serving member of that body will serve as Interim Chair. If it is a new committee, members will draw lots to determine who will serve as Interim Chair.</p> |

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| Date | Amendment No. 5 |
| Amendment | November 18, 2021 |
| Resolution | Resolution 2021-43 |
| Detail | <p>NOW THEREFORE, THE FOLLOWING AMENDMENTS ARE HEREBY MADE TO THE BY-LAWS:</p> <p>1. <u>Article I – Business Office Location of the Authority.</u> Section 1.2 is revised to read as follows:</p> <p>Section 1.2. <u>Office.</u> The business office of the Authority shall be the business office of Pioneer Community Energy, or at such other place as may be designated by the Governing Body.</p> <p>2. <u>Article II – Renumerate Sections 2.6 and 2.7.</u> Sections 2.6 and 2.7 are renumbered as follows:</p> <p>Section 2.6. <u>Treasurer.</u> Shall be renumbered as Section 2.6(a). Section 2.7. <u>Auditor-Controller.</u> Shall be renumbered as Section 2.6(b).</p> <p>3. <u>Article II – Consistency of Title: Auditor-Controller.</u> Subsection (b) of Section 2.6 is revised to read as follows:</p> <p>Section 2.6(b). <u>Auditor-Controller.</u> The Governing Body shall appoint an Auditor-Controller in compliance with the Act who shall perform the functions of the auditor of the Authority, as such functions are set forth in Section 6505.5 of the California Government Code.</p> <p>As Auditor of the Authority, the Auditor shall draw warrants to pay demands against the Authority when the demands have been approved by the Governing Body and shall assure that there is strict accountability of all funds and reporting of all receipts and disbursements of the Authority.</p> <p>The Governing Body may combine both the positions of Treasurer and Auditor-Controller to be held by one officer or employee pursuant to Section 6505.6 of the Act.</p> <p>4. <u>Article IV – Meetings.</u> Section 4.10 is revised to read as follows:</p> <p>Section 4.10. <u>Minutes.</u> The Secretary shall cause to be kept minutes of the meetings of the Board and shall, as practicable, after each meeting cause a copy of the minutes to be forwarded to each member of the Governing Body.</p> |

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| Date | Amendment No. 6 |
| Amendment | February 17, 2022 |
| Resolution | Resolution 2022-6 |
| Detail | <p>NOW, THEREFORE, THE FOLLOWING AMENDMENTS ARE HEREBY MADE TO THE BY-LAWS:</p> <ol style="list-style-type: none"> 1. <u>Article V - Amendments</u> and <u>Section 5 - Amendments to By-Laws</u> shall be renumbered as <u>Article VI</u> and <u>Section 6</u>. 2. A new <u>Article V</u> shall be added as follows: <p style="text-align: center;">ARTICLE V – COMMITTEES</p> <p>Section 5.1. <u>Establishment of Committees.</u> The Governing Body may establish standing or ad hoc committees as it deems appropriate to assist the Governing Body in carrying out its functions and implementing the CCA program, related energy programs, and the provisions of the JPA Agreement.</p> <p>Section 5.2. <u>Membership.</u> The membership of any such committee shall be approved by the Governing Body by a majority vote. Except as otherwise provided by the Governing Body, existing committee members shall be affirmed by the Governing Body each year at its February meeting, or as soon thereafter as is reasonably practicable, unless they provide advance notice to the Chairperson of the Authority that they desire to step down from the committee; they are otherwise removed or replaced by the Governing Body; or the committee is dissolved. The Governing Body may remove a committee member from a committee, with or without cause, by a majority vote. The Governing Body shall fill any vacancy in accordance with the provisions of these Bylaws.</p> <p>Section 5.3 <u>Alternate Board Members.</u> As specified in Section 5.A of the Agreement, an alternate may attend, participate, and vote at any meeting of any committee whenever the regular Governing Body member, for who they are designated to act as an alternate, is absent from the meeting. The Governing Body may appoint designated alternates of the Governing Body to serve on standing committees.</p> <p>Section 5.3. <u>Officers.</u> Unless otherwise determined by the Governing Body, each committee shall on an annual basis choose its officers, comprised of a Chairperson and Vice-Chairperson.</p> <p>Section 5.4. <u>Committee Meetings.</u> If required by the provisions of the Ralph M. Brown, written notice of the time and place of each committee meeting, and the business to be transacted, shall be given in accordance therewith. Except as otherwise provided by the Governing Body, a majority of the members of each committee shall constitute a quorum for the transaction of business.</p> |

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| Amendment | Amendment No. 7 |
| Date | April 21, 2022 |
| Resolution | Resolution 2022-8 |
| Detail | <p>NOW, THEREFORE, THE FOLLOWING AMENDMENT IS HEREBY MADE TO THE BYLAWS:</p> <p>3. <u>Section 5.3 of Article V shall be amended as follows</u> (deletions shown in strike-through):</p> <p>“Section 5.3 <u>Alternate Board Members</u>. As specified in Section 5.A of the Agreement, an alternate may attend, participate, and vote at any meeting of any committee whenever the regular Governing Body member, for who they are designated to act as an alternate, is absent from the meeting. The Governing Body may appoint designated alternates of the Governing Body to serve on standing committees.”</p> |