

NORTHWEST CLEAN ENERGY RESOURCE TEAM OPERATING PROCEDURES

ARTICLE I: NAME

The name of this organization shall be the Northwest Clean Energy Resource Team, or simply, the Northwest CERT.

ARTICLE II: PURPOSE

To connect citizens with the technical resources they need to identify and implement community-scale energy efficiency and clean energy projects. This will be accomplished in a regional, community-driven partnership primarily with the University of Minnesota Regional Sustainable Development Partnerships, Minnesota Department of Commerce, Minnesota Project and Southwest Regional Development Commission (hereafter referred to as CERT Partners).

ARTICLE III: STRUCTURE

A. Steering Committees

Each Clean Energy Resource Team will have a Steering Committee which will function as the governing body of the regional CERT. The Steering Committee will direct all policies and programs of the regional CERT in cooperation with CERT staff and partners.

B. Officers and Advisory Boards

A steering committee may or may not choose to have officers. A steering committee may or may not choose to have a non-voting advisory board.

C. Staff

Staff shall be defined as personnel employed by the University of Minnesota's Regional Sustainable Development Partnerships.

D. Funding

Through funding from the Minnesota Department of Commerce, the University of Minnesota Regional Sustainable Development Partnerships will provide the base operation of primary and program funding for the Northwest CERT. The Steering Committee is responsible for the expenditure of University of Minnesota funds dedicated to the CERT program via the Regional Sustainable Development Partnerships.

ARTICLE IV: THE NW CERT STEERING COMMITTEE

A. Number and Appointment

Effective October 31, 2007, the Steering Committee will be comprised of at least 7 and no more than 15 members.

Diligent efforts shall be made during the nomination and appointment processes to reflect, in all aspects, diversity in steering committee membership. Each Steering Committee will include at least two representatives from the Regional Sustainable Development Partnerships board.

B. Quorum

Fifty percent of the Steering Committee plus one will be considered a quorum and the Steering Committee can proceed with business.

C. Terms of Steering Committee Members

The Steering Committee Members shall hold office until each is re-appointed or his or her successor is appointed in accordance with the nomination and appointment processes defined in these Operating procedures. Each Member may serve for three consecutive two year terms (a maximum of six years). Initially, in 2007, half of the elected Steering Committee will serve one year terms and half will serve two year terms, determined by chance, so that half of the Steering Committee is up for election each year.

Three unexcused absences and a member may be removed from the steering committee. If a Member

resigns or is removed, his or her successor shall be nominated to complete the unexpired term and appointed as soon as possible and in a manner consistent with the processes described in Article IV.C

D. Nominations and Appointments

Staff will call for Steering Committee recommendations every year. The nomination process will be informal. Anyone interested in serving may nominate him/herself or individuals may nominate others. A slate of candidates will be presented by the staff at a full team meeting. The team will appoint candidates based upon super majority, defined as 75% of the members present at the team meeting.

E. Authority of the Steering Committee

The Steering Committee is authorized to: 1) manage affairs of the NW CERT 2) raise and expend funds; 3) award funds that support identification and implementation of community-scale renewable energy and energy efficiency projects; and 4) engage in other activities which the Steering Committee deems consistent with the purpose of the NW CERT.

F. Fiscal Authority of the Board

The Steering Committee shall review an annual budget for the NW CERT program, including dollars available for staffing, regional expenses, and project support. Steering Committee members will also determine the best process for allocating the regional project funds. After establishing the process for awarding regional project dollars, the Steering Committee will be responsible for recommending spending decisions to the full team for a vote.

Expenditures of these funds shall be in accordance with University regulations and guidelines and Department of Commerce contract requirements.

ARTICLE V: OPERATING PROCEDURES AMENDMENTS

A proposed amendment to the Operating procedures must be proposed by a Steering Committee Member in writing at the time of a Steering Committee meeting and placed on a subsequent meeting's agenda for discussion.

All Operating procedures amendments require a 75 % super majority of the Steering Committee.

ARTICLE VI: NW CERT STEERING COMMITTEE AND REGIONAL TEAM MEETINGS

A. Steering Committee Meetings

The Steering Committee will meet at least once prior to each regional team meeting to plan and discuss the upcoming meeting agenda (either in person or via conference call). The Steering Committee will also meet following each request for proposal round to review requests for funding and develop funding recommendations for the entire regional CERT.

Voting on all issues except funding will be by super majority, defined as 75% of the Steering Committee members present. To make funding recommendations, the steering committee will use the following procedure for voting:

- Make a motion
- 2nd the motion
- Discussion
- Vote on motion
- The motion will pass with a yes vote from 75% of the Steering Committee members eligible to vote. Using this procedure will allow a record to be kept of those who need to abstain from voting due to conflict of interest. (See conflict of interest policy below for more on eligibility).

B. Conflict Resolution

In the event a super majority cannot be obtained, Regional Sustainable Development Partnership Staff at his/her discretion will decide whether to table the issue or utilize a simple majority vote (fifty percent plus

one) of the Steering Committee on that particular issue.

A conference among Steering Committee Members by any means of communication through which all participants can simultaneously hear each other during the meeting may be deemed a meeting of the Steering Committee, provided that a quorum (at least one half plus one) of the Members of the Steering Committee participate.

B. Regional Team Meetings

The Regional CERT shall meet in person at least three times per year. Other meetings may be held using teleconferencing or other electronic means. Meetings of the team may be held at such time and place as are decided by the Steering Committee.

On an as needed basis, but at least once per year, the Steering Committee shall hold a business meeting with the team on a date and a time and place designated by the Steering Committee (typically as an addition to a regular regional meeting). The purpose of the business meeting will be to conduct a review of the team's bedrock principles, goals and direction, operating procedures, and voting procedure.

ARTICLE VIII: COMMITTEES OF THE NW CERT

The NW CERT may from time to time establish other committees, task forces, and advisory committees to seek information, to promote discussion or to advise the NW CERT on specific programs or initiatives. All task forces, advisory, and other committees will stay in communication with the NW CERT Steering Committee and shall include at least one Steering Committee Member. Membership on these committees, task forces and advisory committees will be open to any interested NW CERT member.

ARTICLE IX: TEAM GRANT DECISION-MAKING PROCESS

Funding allotted for a region-wide project will be decided by the steering committee based on regional priorities set forward by team members and the Strategic Energy Plans.

Funding allotted for mini-grants (the RFPs) will generally follow this process:

- RFP is sent out statewide;
- Proposals go to state-wide staff who ensure that each proposal is eligible and complete;
- Regional Steering Committees review proposals and make a recommendation to the full team;
- The full team (defined as members that participate in that particular meeting) makes the final decision using super majority voting process described above

ARTICLE X: CONFLICT OF INTEREST

In the spirit of sustainable development, a major goal is to conduct business locally and to increase economic interactions within the region. Because of this goal, it is important for Steering Committee Members and staff of NW CERT to avoid any potential conflicts of interest in either making business arrangements with vendors or in the awarding of grants of funds to support specific projects.

Thus, Steering Committee Members and staff of NW CERT shall state any conflict of interest they have in ideas and proposals that come before the Steering Committee. A person with a conflict of interest will not participate in the motion discussion or decision to recommend funding for that particular project/initiative.

Steering Committee Members are eligible to receive funds within the granting process, but must absent themselves from motion discussion or decision making to fund the project. (Example: A Regional Steering Committee has eleven members, four of whom submit proposals during the granting process. Each must excuse him/herself during the discussion of their particular project, and all four must excuse themselves during the final voting procedure. A super majority (75%) of the remaining seven board members will make the final recommendation to the team as a whole).