Following a request from the Town of Yountville at the February 24, 2023, CAC meeting to discuss and consider whether to amend Bylaws and Joint Powers Agreement to allow for the appointment of Alternate representatives to the CAC by their respective jurisdictions and a follow-up discussion at the April 28, 2023 meeting, the CAC has decided to amend the Bylaws.

The draft amended Bylaws is attached to this agenda item. Key changes highlighted below are as follows:

Preamble

If approved: Effective May 26, 2023, the Napa County Climate Action Committee bylaws were amended by sections I through VIII to provide for one alternate representative for each acting committee member.

Section I THE NAPA COUNTY CLIMATE ACTION COMMITTEE

C. **Composition.** Pursuant to the Agreement, the CAC shall be a standing body consisting of 12 elected officials, with two (2) representatives from each of the Member Agencies, Napa County, American Canyon, Napa, St. Helena, Calistoga, and Yountville, which are appointed by the respective Agencies on an annual basis. Each jurisdiction's Council or Board shall also appoint one alternate to serve in a members' place in the event they will be absent during a committee meeting

Section II OFFICERS. The officers of the CAC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

C. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the CAC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the CAC. The Chair shall have all the rights and duties enjoyed by any other member of the CAC, including the right to make and second motions. If both the Chair and Vice-Chair are absent, but the Alternate for the Chair is present, the Alternate shall serve as Chair. If the Alternate for the Chair is also absent, but the Alternate for the Vice-Chair is present, that Alternate shall serve as Chair. If both Officers and their respective Alternates are absent, the Secretary shall call for the election of a temporary Chair by the Members, or their Alternates, who are serving and present.

Section VI ALTERNATE MEMBERS

A. Member Alternates. Each jurisdiction's Council or Board may appoint one (1) alternate who is a current member of their respective city or town council of American Canyon, Calistoga, Napa, St. Helena, or Yountville, or a member of the Napa County Board of Supervisors. Alternate Members of the CAC may sit, vote, and otherwise fully participate as an alternate Member in the absence of the

appointed CAC Member they are replacing. Each jurisdiction shall present their alternate at the first meeting of the calendar year. If an Alternate Member ceases to represent their jurisdiction during the calendar year, a new Alternate Member shall be appointed at the earliest meeting, thereafter.

*Note: There are minor changes in the language of other sections to include Alternate Members.