



CHICAGO AREA CLEAN CITIES BY-LAWS

as amended September 2007

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**Chicago Area Clean Cities By-Laws
(as amended by the Executive Board in September 2007)**

ARTICLE I

Organization and Mission Statement

1. Organization

The name of the organization shall be the Chicago Area Clean Cities (CACC) coalition. CACC was designated by the U.S. Department of Energy as the 10th Clean City coalition in May 1994, as part of the National Clean Cities Program. While the founding and operation of CACC has been as a locally-based coalition in the U.S. Department of Energy's Clean Cities program, and the rules and mission therein, CACC operates as an independent coalition supported by its members and has been mostly autonomous and not reliant on U.S. Department of Energy oversight and funding. CACC reserves the right to amend its mission and organizational affiliations as deemed necessary in tailoring the coalition's objectives to better serve members and constituents in the greater Chicago area and throughout the State of Illinois.

2. Mission Statement

The Mission Statement of CACC is as follows:

“The Chicago Area Clean Cities coalition (CACC) is dedicated to encouraging the use of clean fuel vehicles, clean fuels, and advanced vehicle technologies to promote an improved environment, energy efficiencies, domestic and renewable fuels, and a reduction in the use of imported petroleum in the Chicago area and throughout Illinois. The mission of CACC is to:

- Coordinate efforts to obtain funding to implement clean fuel and petroleum displacement projects;
- Initiate and support legislation and programs that effectively promote clean fuels, clean fuel vehicles, idle reduction, enhanced fuel economy and other clean technologies;
- Develop fueling infrastructure in the Chicago metropolitan area to support a diverse clean fuel market;
- Educate the public and regional fleet operators about the operation and benefits of clean fuels, clean fuel vehicles, idle reduction technologies, and hybrid-electric vehicles;
- Incorporate as many clean fuel vehicles as possible in the Chicago metropolitan area.”

3. Support of Clean Fuels and Clean Fuel Vehicles

Clean fuels and clean fuel vehicles are those supported by current state and federal government policies, laws, and programs, including agencies/entities such as the U.S. Department of Energy, the U.S. Environmental Protection Agency, and the State of Illinois. Clean fuels and clean fuel vehicles include ethanol (E-85); biodiesel fuels conforming to the industry standard ASTM-D6751 and/or recognized by the U.S. EPA or the U.S. Department of Energy; natural gas; propane; electricity; hydrogen; and hybrid power systems. New fuels and new technologies

consistent with the mission may also be approved for support by the Executive Board. New types of gasoline or diesel fuels that do not meet the objectives of the mission statement, such as air quality improvements, reduction of petroleum use and our reliance on foreign oil, are not included as clean fuels and clean fuel vehicles unless the Executive Board votes to support such fuels and vehicles.

4. Staff and Administrative Support

CACC consists of an Executive Board, a Steering Committee, and its general membership. The City of Chicago Department of Environment appoints a Clean Cities Coordinator (“Coordinator”) subject to the approval of the Executive Board. Other representatives of government agencies, companies and organizations serving on the Executive Board may assist with the administrative functions of the coalition. The Executive Board may vote to reassign the Coordinator role to another CACC member, either temporarily or permanently due to resignation of the Coordinator, removal from office per Article II, Section 5 or circumstances causing an undue hardship to the coalition. The main office and mailing address of CACC will be the same as the Coordinator’s office and address. The Coordinator and all Executive Board and Steering Committee positions are volunteer positions. However, in the event that the Coordinator position requires coalition funding, the Executive Board may vote to supply such funding and to set the length of term. The funding level for such administrative support shall be predicated on the contributions that are made available by CACC members toward activities, fees from membership, and outside grants.

5. Location

The main office of CACC shall be at the location of the City of Chicago Department of Environment for as long as it hosts the Coordinator position, which is currently:

Chicago Area Clean Cities Coordinator
City of Chicago Department of Environment
25th Floor
30 North LaSalle St.
Chicago, IL 60602-2575

CACC may include other offices and their addresses on the letterhead or other materials, representing the Chair and other primary Executive Board members assisting in the administrative functions of the coalition, as deemed necessary.

6. General Obligations

CACC shall maintain its own logo and use it on all official correspondence, meeting documents, website, and other marketing materials.

The Coordinator and/or the Chair shall develop an annual report to be provided to the CACC membership at the end of each year on the coalition's progress towards achievement of its goals for that calendar year. The report shall contain a summary of coalition meetings, Executive Board meetings, and all activities taking place on behalf of the coalition during the year. The report shall be submitted to the U.S. Department of Energy.

7. Restrictions

All policies and activities of CACC shall be consistent with:

- Applicable federal, state and local laws, and
- Applicable tax-exemption requirements, including the requirements that CACC not be organized for profit and that no funding from CACC can be used for the profit or personal gain of any individual.

ARTICLE II

General Membership

1. General Membership and Requirements

CACC shall be composed of those public and private organizations and individuals that:

- a. Sign onto the current Memorandum of Understanding and/or attend meetings and events demonstrating interest in the coalition's activities;
- b. Provide annual dues or other forms of financial or in-kind contributions (as outlined in Article II (2)); and
- c. Are approved by the Executive Board.

Before membership shall be granted, (1) a current member must provide a recommendation to the Executive Board that membership be considered, (2) the Treasurer of the Executive Board shall receive information which verifies commitment to General Membership Requirements, (3) the Executive Board will make a judgment on bringing forth a vote on membership, and (4) the majority of the Executive Board members vote in favor of granting membership.

2. Dues and Financial Support

Annual dues shall be established by the Executive Board and requested by the Coordinator of CACC's members. The Executive Board may change the amounts of the annual dues requested of the membership. In lieu of dues in the form of monetary payment, other measures of support may also be deemed acceptable by the Executive Board, including sponsorships, grants, services, and exemplary time commitment working on coalition activities. It is understood that the dues will not be used for CACC legal fees, lobbying expenses, or efforts directed at changing existing government policy. Dues are to be used for special projects, outreach activities, marketing materials, printing, reimbursements for Executive Board or Steering Committee members conducting coalition business that are not reimbursed by their primary employer, or other expenses customarily associated with hosting meetings, seminars, conferences, and similar events and activities.

Funds shall be deposited into CACC's account at a local bank.

3. Meeting Notice and Frequency

Executive Board and general coalition meetings shall be held when deemed necessary and appropriate by the Executive Board and Steering Committee. Advance notice of meetings will be provided to members of the Executive Board, Steering Committee or the general membership at least two weeks prior to the meeting date. This notice may be sent by email, made by phone call, or general mailing. The Executive Board meetings and meetings for the coalition membership should be held at least twice per year. From time to time meetings may be called at the discretion of the Chair, Vice-Chair, Executive Board, or Coordinator.

4. Voting

A quorum of the Executive Board occurs when a majority of its members are present. Approval of the Executive Board is by majority agreement. Each member of the Executive Board in good standing shall have one (1) vote on any matter. Voting may take place in person or via email or phone call. The Coordinator will not be given voting rights other than to break a tie on voting issues. With the exception of the election of officers in Article III (1), Steering Committee members act in an advisory capacity to the Executive Board, but do not have a vote on matters brought before the Executive Board.

5. Expulsion

Any member of the Executive Board, Steering Committee, or the general membership may be expelled or removed from office for adequate reason by at least two-thirds (66 percent) of the Executive Board votes. Failures to meet the criteria for membership, or failure to maintain a cordial and respectful working relationship with other members, are presumed to be adequate reasons for expulsion or removal. Any member proposed for expulsion or removal from office will be given advance notice including the reason for the proposed expulsion or removal, opportunity to contest the proposed expulsion or removal before the Executive Board and Steering Committee, and given final notice of the Executive Board's decision.

ARTICLE III

Organization

1. Officers/Executive Board

The CACC Executive Board consists of the following elected officer positions:

Chair

Vice-Chair

Secretary

Treasurer

Fleet Representatives (2)

Technology Representatives (4)

The Coordinator is an Officer of the Executive Board and is appointed per Article I Section 4.

No person may hold more than one office at the same time, unless special circumstances occur where the Executive Board votes to allow a representative to fulfill two roles. However, that person shall only have one (1) vote consistent with Article II Section 4.

Officers, except for the Coordinator, are elected from the general membership every two years and serve a two year term commencing January 1. Officers may serve consecutive terms.

Nominations for officers of the Executive Board may be made by any member of the Steering Committee or the current officers of the Executive Board.

The Officers perform those duties that are usual to their positions and that are assigned to them by the Executive Board. In addition, the Chair of CACC acts as the Chair of the Executive Board and the overall coalition, the Vice-Chair acts in place of the Chair when he or she is not available, the Treasurer is the financial officer, the Secretary develops and maintains written records on coalition meetings and functions, and the Coordinator is the primary administrator of the day-to-day activities of the coalition.

If a vacancy occurs among the officers, including the Coordinator, the Executive Board will elect a person to complete the remaining portion of the position's term.

2. Duties of the Executive Board

a. Coordinator:

1. Participate on the Executive Board as an officer.
2. Maintain database of members and mailing and email addresses.
3. Ensure all monies and other valuable effects in the name of and to the credit of CACC are deposited to the credit of CACC.
4. In coordination with the Treasurer, maintain and track the coalition's accounts, checkbook, and issue checks to pay for services or purchases approved by the Executive Board.
5. Notify general members of upcoming general membership meetings.

b. Chair:

1. Chairs the Executive Board, the Steering Committee, and the general coalition meetings.
2. Works with the Coordinator and other Executive Board members on the overall administrative functions of CACC.

c. Vice-Chair:

Provides assistance to the Chair and Coordinator and serves the role of the Chair when he/she is unable to attend a meeting or function.

d. Coordinator, Chair, or Vice-Chair: to prepare the agenda for all meetings, to develop and distribute annual reports to the general membership concerning the administration and activities of CACC, to propose any amendments to the by-laws for consideration by the Executive Board, to facilitate discussions of general policies and programs of CACC among all members at meetings.

e. Secretary: to maintain records of all proceedings of CACC, such records shall contain the original or amended by-laws and Memorandum of Understanding and names of all members and the address of each as given by the member, to be maintained by the Coordinator.

f. Treasurer:

1. In coordination with the Coordinator, maintain accurate accounts of receipts and disbursements attributable to CACC.

2. Render to the Executive Board an account of all transactions on behalf of CACC and of the financial condition of CACC, to recommend an annual budget and to request a vote of the Executive Board to secure their approval, by simple majority, of all appropriations in excess of \$500 from CACC.

3. The Treasurer, Coordinator, and/or Chair shall have signature authority on all accounts. Checks written in the amount of \$500 or less may be authorized by the Treasurer, Coordinator, Chair and/or Vice-Chair, but such transactions shall be reported to the Executive Board at the next Executive Board meeting and in an annual budget report.

All Executive Board members may recommend an annual work program, communicate agendas of ad hoc committees to interested members, establish and remove ad hoc committees as it deems necessary and recommend membership to the Executive Board.

An Officer of the Executive Board may resign by providing a verbal or written resignation to the Chair or Secretary of the Executive Board. Such resignation shall be effective upon receipt (unless specified to be effective at such other time) and acceptance thereof shall not be necessary to make it effective unless it so states. The resignation of an office pursuant to this section shall not affect his or her stature as a CACC member, unless action described in Article II Section 5 is initiated and completed.

3. Steering Committee

The Steering Committee consists of those members listed as active members and appointed by the Executive Board. The Steering Committee is a subset of the full membership body that is committed to dedicating their time and efforts towards the goals and purpose of CACC as defined in Article I of this document. The Steering Committee will fulfill the duties and requirements appointed to them throughout this document, including but not limited to:

- a. Provide recommendations to the Executive Board for consideration of new membership to CACC.
- b. Work with the Executive Board to develop and approve a workplan to guide the coalition's mission and efforts.
- c. To make nominations for Officers on the Executive Board.

4. General Provisions

- a. Personal Liabilities

The members and Officers of the coalition shall not be personally liable for any debt, liability or obligation of CACC. All persons, corporations, or other entities extending credit to, contracting with or having any claim against CACC, acting on behalf of CACC, may look only to the funds and property of CACC for the payment of such contract or claims for the payment of any debt, damages, judgment or decree or for any money that may otherwise

become due or payable to them from CACC.

b. Indemnification

To the extent permitted by law, CACC shall indemnify and reimburse any person (or the personnel representative of any person) who at the time serves or shall have served as a director, officer or other agent of CACC against and for any and all claims and liabilities to which he or she may be or becomes subject by reason of such service and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have had been adjudicated in any proceeding not to have acted in good faith and the reasonable belief that his or her action was in the best interest of CACC.

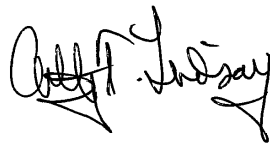
c. Amendments

These by-laws may be altered, amended or repealed in whole or in part by a two-thirds vote of the Executive Board.

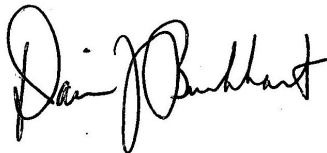
d. Memorandum of Understanding

The Memorandum of Understanding is not legally binding. Instead, it is a formal statement of CACC's commitment to achieve the goals as stated in these by-laws.

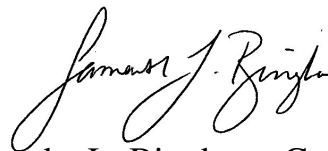
By-law Certification: The Executive Board of the Chicago Area Clean Cities coalition hereby approves the amendments and revisions to these by-laws by unanimous vote on this day, Wednesday, September 12, 2007, and are certified by the Secretary and witnessed by the Chair and Coordinator with their signatures as being in effect.



Anthony T. Lindsay, Secretary



Darwin J. Burkhart, Chair



Samantha L. Bingham, Coordinator