



ADVISORY COUNCIL BYLAWS

Article I: Name

The name of this council is the Solar on Multifamily Affordable Housing Advisory Council (also known as the "SOMAH Advisory Council" or the "SOMAH AC").

Article II: Purpose

1. **Purpose.** The purpose of the SOMAH Advisory Council is to ensure equity-focused community advocates' and key stakeholders' voices and interests remain at the center of the SOMAH program for its duration, and that SOMAH maximizes benefits to low-income tenants and impacted, disadvantaged communities¹ by advising the SOMAH Program Administrator on program development and implementation.

Article III: Roles of the SOMAH Advisory Council

1. **Liaise with the SOMAH Program Administrator.** The SOMAH Advisory Council will liaise with the SOMAH Program Administrator through regular quarterly meetings and on an *ad hoc* basis, as requested by either the SOMAH Advisory Council or the SOMAH Program Administrator. The Advisory Council Chair and Vice-Chair will be the primary conduits between the Advisory Council and the Program Administrator, facilitating Advisory Council meetings, and sharing key meeting outputs and recommendations (See Article V for additional information about the Chair and Vice-Chair roles).
2. **Monitor program performance.** The SOMAH Advisory Council will monitor program performance in relation to the goals as stated in the SOMAH Program Handbook and Program Implementation Plan. These areas include but are not limited to:
 - a. **SOMAH job training** outcomes, including the number and distribution of job training opportunities and participation by local

¹ For the SOMAH program, disadvantaged communities are defined as the 25% most disadvantaged census tracts on the CalEnviroScreen 3.0, and 22 census tracts that have the 5% highest pollution score but not socioeconomic data.

- and targeted trainees, as well as longer-term outcomes such as attainment of subsequent employment by trainees, wage growth, and career advancement;
- b. **Marketing, education, and outreach** outcomes, such as audiences reached by stakeholder type, ME&O strategies and approaches for reaching stakeholders, and their geographic distribution;
 - c. **Installation** outcomes, including the significance and geographic distribution of tenant economic benefits, including on-bill savings; and
 - d. **Community benefit outcomes**, such as the participation and distribution of contractors, property owners, or other stakeholder groups which are local, minority-owned, woman-owned, LGBT-owned, or other business certifications or designations deemed of community benefit
3. **Provide recommendations to the SOMAH Program Administrator.** The SOMAH Advisory Council will provide recommendations to the SOMAH Program Administrator on program implementation, development, and evaluation. These areas include but are not limited to:
- a. **SOMAH job training** goals and inputs, the local and targeted hiring plan, and relevant program requirements, such as advising the SOMAH PA on strategies to address gaps or expand geographic impact and full-time job placement;
 - b. **Marketing, education, and outreach** goals and inputs, such as the annual Marketing, Education, and Outreach Plan including feedback on overall strategy and approach for reaching marketing, education, and outreach goals, and the SOMAH PA's implementation thereof;
 - c. **Installation** goals and inputs, including program property eligibility requirements;
 - d. **Community benefit** goals and inputs, such as marketing, education, and outreach efforts to encourage the participation of contractors, property owners, or other stakeholder groups which are local, minority-owned, woman-owned, LGBT-owned, or other business certifications or designations deemed of community benefit; and

- e. **Additional evaluation metrics** and outputs not explicitly identified in program implementation materials, but which could potentially provide meaningful insights into program development and overall success.

Article IV: Members and Terms

1. **Members.** The SOMAH Advisory Council is comprised of members representing environmental justice; affordable housing; tenants; labor and workforce development; and industries related to SOMAH implementation, such as solar photovoltaics or energy efficiency.
2. **Selection.** Members are selected through a competitive application and interview process. The SOMAH Program Administrator, at its discretion, may select third parties to execute some or all of the application and selection process.
3. **Term.** Members will serve a two-year term, with an option to apply to a second term. No member will serve more than two (2) full terms (four (4) years).
4. **Proxy.** Members may not be represented by proxy.

Article V: Officers

1. **Officers.** The SOMAH Advisory Council will be led by two officers, a SOMAH Advisory Council Chair ("the Chair") and a SOMAH Advisory Council Vice-Chair ("the Vice-Chair"). Each officer can serve one (1) two-year term. A Vice-Chair can run for Chair after their term as Vice-Chair and , a Chair may run for Vice-Chair after their term as Chair, if they are selected to participate for a second term with the SOMAH Advisory Council.
2. **The Chair.** The Chair will ensure that the Advisory Council functions properly, that all members are full participants in meetings, sets the agenda in partnership with the SOMAH Program Administrator team to ensure all critical elements are discussed, and ensures that the collective principles and processes are carried through.

3. **The Vice-Chair.** The Vice-Chair provides support to the Chair in setting agendas and running meetings, and oversees documentation of meetings in partnership with the SOMAH Program Administrator.
4. **Elections.** Both the Chair and Vice-Chair are appointed through a consensus vote of Council members. If a Chair or Vice-Chair terminates prior to their two-year term limit, elections for new appointments will take place within 60 days of their resignation, recusal, or removal. This election will take place during regularly scheduled quarterly meetings, or a special ad-hoc meeting, if the next quarterly meeting falls outside of the 60-day window.

Article VI: Conflicts of Interest, Resignations, Replacements, Removals and Accountability

1. **Conflicts.** Members must adhere to all program rules and guidelines and are prohibited from leveraging their service to the SOMAH Advisory Council for financial or other benefit.
2. **Reporting.** Members must report potential or perceived conflicts of interest to the SOMAH Program Administrator via CalSOMAH.org or 858-244-1177, extension 5. All alleged conflicts of interest reported will be investigated, with results and details shared with the California Public Utilities Commission (CPUC) Energy Division and stakeholders.
3. **Disclosure.** All members are required to submit a disclosure form detailing any financial or other interests in SOMAH implementation within thirty (30) days of the first SOMAH Advisory Council meeting of each term.
4. **Recusal.** Members must recuse themselves from any decisions or matters in which the member has a direct financial stake.
5. **Resignations.** A SOMAH Advisory Council member may resign from the SOMAH Advisory Council at any time by providing written notice to the Chair of the SOMAH Advisory Council. Resignations will take effect upon receipt of letter by the Chair of the SOMAH Advisory Council. Acceptance of a resignation is not necessary to make it effective.
6. **Replacements.** If a member resigns, the SOMAH Program Administrator will recommend up to three (3) potential replacements from the sector of the

resigned member within fifteen (15) business days of a member's resignation. The council will interview the candidates and decide on replacement to fill the position for the remainder of the term within fifteen (15) additional business days.

7. **Removal.** Any member may be removed from the council for any of the following reasons:
 - a. Conduct in violation of or detrimental to the interests of the SOMAH Advisory Council or the SOMAH program including but not limited to leveraging membership for financial benefit;
 - b. Sexual or other harassment;
 - c. Discrimination with regard to race, ethnicity, religion, gender or gender identity, sexual orientation, or disability; or
 - d. Excessive absence from the SOMAH Advisory Council meetings as defined by Article VIII. Meetings.
8. **Accountability process.** Members should abide by shared agreements, including, but not limited to, oral and written agreements. Any changes to agreements should be developed through a consensus-building process (see Article VII. Decision-making and limitations) and be communicated to other members and others who may be affected by changes as appropriate.
9. **Accountability reviews.** The SOMAH AC should conduct periodic evaluations of processes to ensure accountability among all members and partners. Any violation of these agreements or any unprincipled actions that violate the principles:
 - a. Must attempt to be resolved among the SOMAH AC members
 - b. If no resolution among SOMAH AC members, then the issue must be taken to the SOMAH Program Administrator.

Article VII: Decision-making and Limitations

1. **Scope of decision-making.** SOMAH is governed by SOMAH Program Administrator under the auspices of the California Public Utilities Commission. The SOMAH Program Administrator will act in accordance with the SOMAH Program Handbook and Program Implementation Plan, which are altered in consultation with the CPUC Energy Division and other

stakeholders through transparent processes that may include public commenting. The scope of SOMAH Advisory Council decision-making is advisory in nature and will inform the changes to program implementation, Program Handbook, or Program Implementation Plan pursued by the SOMAH Program Administrator at its discretion.

2. **Proposals.** Any member of the council may initiate a proposal to be considered by the full council.
3. **Voting.** Members will vote on proposals recommending changes to SOMAH implementation, to be considered by the SOMAH Program Administrator.
4. **Consensus-seeking.** The decision-making process of the SOMAH Advisory Council is based on a consensus-seeking approach, based on principles of “consensus with accountability.” Consensus with accountability encourages all members to try to reach consensus while remaining accountable to, supporting, and expressing the interests of the stakeholder group and communities represented, as viewed by the member. When seeking consensus on a proposal, the council will consider a range of positions to take on the proposal, based on the following definitions for support.
 - a. **Unqualified support.** The member is in full agreement with all aspects of a proposal.
 - b. **Strong support.** The member supports most aspects of the proposal and has no fundamental disagreements with any aspect of the proposal.
 - c. **General support.** The member supports aspects of the proposal and has no fundamental disagreement with key aspects of the proposal. The member may have unanswered questions that need additional information or clarification.
 - d. **Qualified disagreement.** The member is in significant disagreement with one or more aspects of a proposal but agrees that the suggested proposal in its original form or with changes represents an improvement over the *status quo*. Members who cast votes of qualified disagreement must work collaboratively with other members to propose alternative options or language to address the concerns of all.

- e. **Fundamental disagreement.** The member disagrees with all or major aspects of proposal and is not willing to support it. Members who cast votes of fundamental disagreement must work collaboratively with other members to create an alternative proposal or win support for maintaining the *status quo*.
 - f. **Abstention.** The member declines to exercise voting power on a proposal and states a reason for abstaining.
5. **Supermajority rule.** The goal is for all members to be in support of agreements through votes specifying *unqualified*, *strong*, or *general* support. The council will reach consensus when the supermajority of members – defined as two-thirds of members -- are in support of a proposal and alternative proposals stemming from members with qualified or fundamental disagreements have been discussed and recorded.
6. **Record keeping.** After a decision is reached through a supermajority voting process, members' votes, the successful proposal, and all remaining disagreements and alternative proposals will be recorded and presented to the SOMAH Program Administrator for consideration.

Article VIII: Meetings

1. **Regular meeting frequency and scheduling.** The SOMAH Advisory Council will meet on a quarterly basis. To help ensure a quorum, members must respond to meeting scheduling requests within five (5) business days, and commit to attending in person (see Section 4 below).
2. **Ad hoc meetings.** *Ad hoc* meetings can be called at the request of members of the council or the SOMAH Program Administrator to address timely concerns regarding SOMAH implementation. To help ensure a quorum, members must respond to ad hoc meeting scheduling requests within five (5) business days. *Ad hoc* meetings will be teleconference meetings, allowing members to participate remotely. The SOMAH PA will not call more than two (2) *ad hoc* meetings per quarter.
3. **Length.** Quarterly meetings will last approximately four (4) hours, or half of one standard work day. *Ad hoc* meetings will last as long as necessary and appropriate.
4. **Attendance and absence.** Members must attend all SOMAH Advisory Council meetings for their full duration throughout the term of the Council.

Two absences from meetings are grounds for removal from the SOMAH Advisory Council under Article VI.7. Removal.

5. **Quorum.** The Vice-Chair will record attendance via a roll call at the start of each quarterly or *ad hoc* meeting. At least two-thirds of members must be present for a quorum.
6. **Documentation.** Members will receive relevant meeting materials including meeting agendas, and materials for discussion and review, at least five (5) days in advance of each quarterly meeting. All meetings will be documented by written meeting notes. Documentation will be overseen by the Vice-Chair per Article V, Section 4. Notes will be edited and be published to CalSOMAH.org by the SOMAH Program Administrator.

Article IX: Compensation

1. **Status of members.** Members of the Advisory Council are volunteers and are not employees of organizations comprising the SOMAH Program Administrator team, the California Public Utilities Commission, participating investor-owned utilities, or the State of California.
2. **Stipend.** Members of the Advisory Council are eligible to receive a \$500.00 stipend for each quarterly meeting attended.
3. **Travel reimbursement.** To remove barriers to participation, members of the Advisory Council are eligible to receive reimbursement for eligible travel expenses related to attending SOMAH Advisory Council meetings.
 - a. The Advisory Council Travel Policy governs the eligibility of expenses, and reimbursement terms and conditions.
 - b. The Advisory Council Travel Policy may be amended at any time at the discretion of the SOMAH Program Administrator.

Article X: Amending Bylaws

1. **Amendments.** Bylaws may be amended at the request of Advisory Council members or the SOMAH Program Administrator team to resolve unforeseen issues or challenges, or to improve the functioning of the Council.

2. **Limitations on bylaws amendments.** No proposed amendment may alter the bylaws as they relate to roles and responsibilities reserved to the SOMAH Program Administrator or the California Public Utilities Commission.
3. **Process.** An Advisory Council member or a representative of the SOMAH Program Administrator can propose a bylaw change at quarterly meetings.
 - a. **Cosponsors.** Proposals to amend bylaws presented by a member must have at least one (1) additional Advisory Council member cosponsor. Proposals presented by the SOMAH Program Administrator must have at least two (2) cosponsors.
 - b. **Voting.** The proposal to amend bylaws will be voted upon per the process defined in Article VII. Decision-making and Limitations.
 - c. **Effective date.** Proposed amendments achieving consensus will become effective immediately. The SOMAH Program Administrator will revise the bylaws, update the version date, and re-publish the bylaws document to CalSOMAH.org.