

**Community Input Committee
BYLAWS**

ARTICLE I

SEC. 1 PURPOSE

The CPS Energy Community Input Committee (CIC), formerly the Citizens Advisory Committee, was created by the CPS Energy Board of Trustees by resolution dated May 26, 1998. The CIC is intended to facilitate the bi-directional flow of ideas and concerns between the community and the CPS Energy Board of Trustees and Management. The CIC is intended to represent and communicate the views of the community, and to provide input on strategic objectives, key initiatives, and other CPS Energy business activities to the CPS Energy Board of Trustees and Management.

SEC. 2 MISSION

The mission of the CIC is to assemble diverse perspectives that represent our community to evaluate and advise CPS Energy in its mission to serve our community through reliable, competitively priced, and sustainable energy services in an equitable manner by serving as liaisons with the community and communicating bi-directional input on business activities.

SEC. 3 VISION

The vision of the CIC is to represent a broad constituency of the community, devote the necessary time to learn about the utility business, engage with members of our community, be respectful of the comments and views of others, and provide thoughtful input on issues, representing our community, and not partisan values and concerns.

SEC. 4 VALUES

The values practiced by the CIC include the following: 1) be ethical; 2) be open-minded; 3) be representative; 4) be responsive to citizens; 5) be clear and understandable; 6) be of value to CPS Energy and to citizens; and 7) be collaborative leaders.

SEC. 5 MEETING PROTOCOL

Robert's Rules of Order shall be used as a guide in the conduct of all meetings of the CIC and its committees, in so far as they do not conflict with these bylaws and with applicable law.

ARTICLE II

COMMUNITY INPUT COMMITTEE

SEC. 1 APPOINTMENT OVERVIEW

The CIC is a volunteer group, advisory in nature, created through the action of CPS Energy's Board of Trustees. CPS Energy provides and administers operating costs associated with the CIC. Committee members do not receive compensation for their participation.

CIC members are appointed to ensure that the committee is representative of a cross-section of individuals with diverse backgrounds and interests of the CPS Energy service area.

SEC. 2 QUALIFICATIONS OF APPOINTEES

- (a) Members of the CIC must be residential customers of CPS Energy living in the CPS Energy service area and must have a good customer relationship with CPS Energy.
- (b) Members are appointed with the objective of reflecting the ethnic, gender, and geographic diversity found in the CPS Energy service area.
- (c) Members should represent a diverse cross-section of energy perspectives and interests, such as medical, manufacturing, large industry, small businesses, commercial building owners, services and professionals, environmental and conservation organizations, community organizations, military installations, consumer groups, economic development interests, governmental entities, and others.
- (d) Members should exhibit an interest in and capacity to understand the complexities of the natural gas and electric utility business. All members should have a primary positive interest in the future of CPS Energy, its service area, and the City of San Antonio.

SEC. 3 COMPOSITION OF THE CIC

The CIC is comprised of 19 members. The number of members will be evaluated from time-to-time as vacancies occur and/or as specific issues arise.

- (a) Ten (10) members, each of whom, are recommended by the respective office holders from the ten (10) San Antonio City Council Districts. The Council members shall nominate candidates that reside within the boundaries of their respective districts.
- (b) Five (5) at-large members are chosen from those CPS Energy customers living in the CPS Energy service area, with at least (2) of the at-large members residing outside of the boundaries of the City of San Antonio. At-large members are reviewed and appointed by the CIC subject to approval by the CPS Energy Board of Trustees.

- (c) Four (4) members, each to be a resident of one of the four Board of Trustee quadrants to ensure geographic representation, are appointed by CPS Energy Board of Trustees, and must be approved by a majority of the same.

The CPS Energy Board of Trustees approves all appointments to the CIC.

SEC. 4 TERMS LIMITS

Unless otherwise amended by the CPS Energy Board of Trustees:

- (a) An appointment term is not to exceed two (2) years from the date of the appointment.
- (b) A member cannot serve more than three (3) complete consecutive terms on the CIC, for a maximum of six (6) total years.
- (c) Staggered terms of office are desired.
- (d) Whenever any CIC member is appointed for a fixed term, such member shall continue to hold office until his/her successor is appointed.

SEC. 5 MEMBER EXPECTATIONS

- (a) CIC Members are encouraged to attend all regularly scheduled meetings of the CIC and any specially scheduled meetings or events of the CIC.
- (b) CIC Members are encouraged to attend at least two (2) regularly scheduled meetings of the CPS Energy Board of Trustees each calendar year.
- (c) CIC Members are encouraged to attend at least four (4) CPS Energy organized or sponsored public meetings, such as town hall meetings, public input sessions, or facility tours; or other community events related to CPS Energy activities each calendar year.
- (d) A record of attendance of meetings and events will be kept and reported at CIC meetings.

SEC. 6 REMOVAL OF A CIC MEMBER

A removal of a CIC member will be at the discretion of the CPS Energy Board of Trustees at the recommendation of the CIC.

- (a) CIC members may be removed for cause whenever two thirds (2/3) of the members of the CIC present at a meeting and voting thereon make a finding of sufficient cause to remove said CIC member. Cause includes conduct as a member in violation of rules, policies, procedures or grant agreements, or conduct constituting moral turpitude as determined by the CIC.
- (b) If a member's attendance at regularly scheduled meetings falls below 75% on an annual basis from the appointment date, or a member misses three (3) consecutive regularly scheduled

meeting dates, the member will be asked to resign. Absences may be formally excused by a quorum of the CIC at a regularly scheduled meeting by written form to the CIC Chair and CPS Energy representative assisting the CIC. All resignations must be in writing and filed with the CPS Energy representative assisting the CIC.

- (c) Each CIC member is required to sign a CPS Energy Confidentiality Agreement and Conflict of Interest Statement. Refusal to sign a CPS Energy Confidentiality Agreement and Conflict of Interest Statement will result in the termination of the person's candidacy for or participation on the CIC.
- (d) At their discretion, the CPS Energy Board of Trustees may terminate the participation of a member because of conflicts of interest, failure to participate, or other reasons as noted above.
- (e) A member may be removed if they transfer, relocate, or move outside their appointed council district or CPS Energy quadrant; or for at-large members, if they transfer, relocate, or move outside the CPS Energy Service Area.
- (f) At any time, a City Council member may replace his or her CIC appointee and replace them with another resident from their district.

SEC. 7 VACANCIES

Any vacancy in the membership of the CIC shall be filled in the same manner as original appointments.

SEC. 8 QUORUM OF THE CIC AND SUBCOMMITTEES

- (a) A quorum shall consist of a majority of the members of the CIC, excluding vacancies.
- (b) A member abstaining from a vote shall be counted toward the quorum.
- (c) A quorum is required for any action taken by the CIC.
- (d) A quorum of a CIC committee shall consist of 50% or more of the members authorized to serve on the committee.

SEC. 9 VOTING

The act of a majority of the CIC present at a meeting at which a quorum is present shall be the act of the CIC.

Each member of the CIC shall be entitled to one (1) vote.

SEC. 10 PROXIES PROHIBITED

CIC members shall not be permitted to exercise his/ her vote by proxy at any meeting, unless otherwise noted by exemption by the CIC Chair or presiding Executive Committee member.

SEC. 11 NOTICE OF MEETINGS

- (a) Written notice of meetings of the CIC shall be forwarded to each member at least three (3) business days prior to the date of such meeting.
- (b) Notice of any special meeting of the CIC shall be given to the CIC members forty-eight (48) hours prior thereto unless an emergency exists, as determined by the CIC Chair.
- (c) The notice will include a written agenda identifying the business to be transacted. Attendance of a member at a meeting shall constitute a waiver of any objection to insufficient notice of such meeting.

MEETINGS

SEC. 12 MEETING LOCATION AND FREQUENCY

- (a) The CIC must meet at least quarterly. This frequency can be increased should issues warrant.
- (b) Meetings are currently scheduled for the second Wednesday of the month, the CIC meets generally from 11:30 a.m. until 1:30 p.m.
- (c) CPS Energy staff will post a CIC meeting agenda to the CPS Energy website, and elsewhere as appropriate, prior to the CIC meeting.
- (d) The meetings are held at the CPS Energy Headquarters or some other designated meeting space that shall be specified on the agenda.
- (e) Notification of regular, changed or canceled CIC meetings will be sent via mail, e-mail, telephone, or text to CIC members by CPS Energy staff and posted on the CPS Energy website.
- (f) Meetings of the CIC are not subject to the Texas Open Meetings Act, but meetings of the CIC are open to the public except for any closed meeting or session as defined by Texas Open Meetings Act.
- (g) CIC members determine the format of the meetings with CPS Energy staff support.
- (h) CPS Energy staff records the substance of all meetings and prepares correspondence and reports for the CIC. CPS Energy staff members are available to brief the CIC or arrange for other speakers as required.

- (i) CPS Energy staff will post a recording of each meeting for public viewing within thirty (30) day following each CIC meeting on the CPS Energy website, and will post the recordings for at least ninety (90) days following the day the recording is posted to the website.
- (j) The CIC must present reports to the CPS Energy Board of Trustees summarizing the work of the CIC, including its committees. The reports will also include any input and feedback the CIC has on issues that it believes the Board of Trustees should consider or discuss. The CPS Energy Board of Trustees may request special reports to address issues for which the Board requires specific input.
- (k) CPS Energy staff will post activity reports on the CPS Energy website for ninety (90) days following approval of the activity reports.

SEC. 13 SPECIAL MEETINGS

Special meetings of the CIC may be called at the request of the CIC Chair or by a majority of the members.

SEC. 14 CONFLICT OF INTEREST

Members of the CIC shall avoid even the appearance of a conflict of interest. All members shall comply with the Conflict of Interest and Code of Ethics policies adopted by the CPS Energy Board of Trustees.

SEC. 15 CPS ENERGY STAFF

- (a) Provide support in the development of information, materials, and other resources. Keep CPS Energy management informed of progress.
- (b) Monitor the process, provide feedback to the Board, City Council and Mayor, and provide resources as needed.

SEC. 16 CIC MEMBERS

- (a) Participate in discussions and raise concerns about CPS Energy issues. Members are to provide input on community issues from represented constituents and concerns obtained from the community at-large.
- (b) Members are encouraged to communicate results back to customers and the community at-large.
- (c) Members may be asked to voluntarily serve on various subcommittees as needed to address issues raised by the CPS Energy Board of Trustees, staff or the CIC itself.

(d) Members may be invited to attend public events, town hall meetings and facility tours, and are encouraged to accept these invitations as opportunities to increase knowledge, interact with the community and network with the CPS Energy Board of Trustees and its staff.

(e) Provide reporting to the CPS Energy Board of Trustees upon their request.

ARTICLE III

SEC. 1 OFFICERS

The officers of the CIC shall be a CIC Chair, a Chair-Elect, a Vice Chair, and an Immediate Past Chair. Having served on the CIC at least one (1) year, the following positions shall be elected from the CIC membership for one (1) year terms:

Chair, Chair-Elect, and the Vice Chair

The Immediate Past Chair, having concluded their term as CIC Chair, shall serve as the Immediate Past Chair for a one (1) year term. The Immediate Past Chair is not elected annually, but rather serves as an officer as a function of their previously elected position.

SEC. 2 ELECTION

The CIC shall elect its officers from the nominations slate at or before the last regularly scheduled meeting of the CIC before the end of the calendar year.

SEC. 3 CIC CHAIR

The duties of the CIC Chair shall include but are not limited to the following:

- (a) Preside over meetings of the CIC
- (b) Make appointments to any committees and shall be an ex-officio, non-voting, member of all subcommittees
- (c) Work, in conjunction with the Board of Trustees, to promote the purpose of the CIC within the CPS Energy Service Area.
- (d) Serve as the official spokesperson for the CIC, act as a liaison to and facilitate communication with the Board of Trustees, and provide reports to the Board of Trustees.

SEC. 4 CIC CHAIR-ELECT

The duties of the CIC Chair-Elect shall include but are not limited to: Acting in lieu of the CIC Chair in the event of the CIC Chair's absence or temporary disability, exercising all authority, and discharging all responsibilities of the CIC Chair subject to all restrictions applicable to the CIC Chair; serving on the Executive Committee.

SEC. 5 CIC VICE CHAIR

The duties of the Vice Chair shall include but are not limited to: Acting in lieu of the Chair-Elect in the event of the Chair-Elect’s absence or temporary disability, exercising all authority and discharging all responsibilities of the Chair-Elect subject to all restrictions applicable to the Chair-Elect; serving on the Executive Committee.

SEC. 6 IMMEDIATE PAST CHAIR

The duties of the Immediate Past Chair include but are not limited to: Serving on the Executive Committee.

SEC. 7 VACANCIES

Any vacancy among the Elected Officers shall be filled by election by the CIC of a successor to fill the unexpired term.

ARTICLE
IV

SEC. 1 EXECUTIVE COMMITTEE

The officers of the CIC (Chair, Chair-Elect, Vice Chair, and Immediate Past Chair) and the chairpersons of any subcommittees shall constitute the Executive Committee.

The Chair of the CIC shall also serve as chair of the Executive Committee. The Executive Committee’s roles shall include, but are not limited to the following:

- (a) General supervision of the affairs of the CIC; and
- (b) When authorized by the CIC, take any action otherwise requiring CIC approval.

SEC. 2 SUBCOMMITTEES

The CIC shall have three subcommittees that must meet at least annually, as follows:

- (a) Power & Technology Subcommittee
- (b) Rates, Finance & Business Subcommittee
- (c) Customer Relations & Communications Subcommittee

Each of these subcommittees shall have at least six (6) members who shall be appointed by the CIC Chair, after receiving input from CIC members. The CIC Chair, as an ex-officio member, will assist in the work of each committee, as necessary and determined by the Board. Each member shall serve for two-years on a subcommittee, but the CIC Chair may adjust committee assignments, from time to time, as may be necessary. Each subcommittee shall select a Chair and Vice Chair to facilitate committee meetings.

Other subcommittees or special purpose groups of the CIC shall be appointed by the Chair from time to time, as may be needed to carry out the goals and objectives of the CIC.

ARTICLE V.
Transition

These amendments to the bylaws shall take effect sixty (60) days after passage by the CPS Energy Board of Trustees. The amendments to Art. II, Sec. 3 regarding at-large membership shall be fulfilled as vacancies arise on the committee, and the Board of Trustees shall ensure the four (4) new members to the CIC are appointed within 120 days after passage by the CPS Energy Board of Trustees. When this Article has served its purpose, it expires and need not be reprinted in future versions of the Bylaws.