

EXHIBIT C
Form of Bylaws
BYLAWS
OF
CLEAN ENERGY AND EQUITY COLLABORATIVE NFP

ARTICLE 1

Purposes

The purposes of the Corporation are to consider, discuss and determine the projects that will receive funding to achieve the goals within the City of Chicago, Illinois 2022 Climate Action Plan, and subsequent or supplementary climate initiatives, pertaining to the development of a more equitable energy system by way of increased access to programs and technologies that improve energy efficiency, electrification, and access to clean energy. The Corporation shall publicly invite third party applicants to submit project proposals for consideration that contribute to that intention.

ARTICLE 2

Members

Section 2.1. *Members.* The Corporation shall have two members (the “*Members*”): (i) the City of Chicago, Illinois, an Illinois home rule municipality (the “*City*”), and (ii) Commonwealth Edison Company, an Illinois corporation (“*ComEd*”). Membership is not transferable except to a successor by operation of law.

Section 2.2. *Limited Voting Rights.* The Members shall have no voting rights except to the extent provided in Article 3 with respect to the election, tenure designation, removal, and replacement of directors of the Corporation.

Section 2.3. *Action Without a Meeting.* Except for the requirements of the Open Meetings Act as applied, any action to be taken by a Member may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by such Member. The consent shall set forth the action taken, bear the signature of an authorized person on behalf of the Member and shall be delivered to the Secretary to be filed in the records of the Corporation. The action taken shall be effective when signed by the Member unless the consent specifies a different effective date.

ARTICLE 3

Board of Directors

Section 3.1. General Powers. The Board of Directors shall have full and complete authority, power, and discretion to direct, manage, and control the business and affairs of the Corporation and to take all such actions as it deems necessary or appropriate to accomplish the purposes of the Corporation.

Section 3.2. Number and Qualifications. The number of directors shall be seven, consisting of five individuals designated as Class A Directors (the “*Class A Directors*”) and two individuals designated as Class B Directors (the “*Class B Directors*” and, together with the Class A Directors, the “*directors*” and individually, a “*director*”). One of the Class A Directors shall be a member of the Energy and Equity Advisory Panel (as defined and established pursuant to the Energy and Equity Agreement, dated [●], 2023, between the City and ComEd (as the same may be amended, the “*Energy and Equity Agreement*”)). Directors may not be elected City officials, appointed City officials (other than insofar as the appointment as a director hereunder is deemed to make the individual an appointed City official) or lobbyists, and may not be current employees or directors of Exelon Corporation or its affiliates. Directors must be residents of Chicago, Illinois.

Section 3.3. Election and Tenure.

(a) The Class A Directors shall be elected by the City, and the Class B Directors shall be elected by ComEd. Those elections shall occur during the month of [●] in each year, or as soon thereafter as conveniently possible. The City and ComEd shall provide each other the name and background of each individual to be elected by it under this Section 3.3 as a director 14 days prior to any election of that individual as a director in order to allow the other to review and comment prior to the election of such individual as a director.

(b) The directors shall be divided into three tenure classes, with the first class consisting of two Class A Directors and one Class B Director, the second class consisting of two Class A Directors, and the third class consisting of one Class A Director and one Class B Director. Each member of a class of directors shall be elected and hold office for a term of three years and until a successor has been elected and qualified, except that the initial members of the first class of directors shall be elected for a term of one year and the initial members of the second class of directors shall be elected for a term of two years. The initial tenure class designation of a director shall be determined by the Member who elected that director and shall be indicated in a written notice to the Secretary. A director may serve for successive terms.

Section 3.4. Resignation. A director may resign at any time by written notice delivered to the Member that elected such director and the Secretary of the Corporation. A resignation is effective when the notice is delivered to the such Member unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

Section 3.5. Removal of Directors. A director may only be removed by the Member that elected that director. Any such removal may be made at any time, with or without

cause, by the applicable Member delivering a written notice of such removal to the Secretary of the Corporation.

Section 3.6. *Vacancies.* A vacancy with respect to a Class A Director shall be filled by the City, and a vacancy with respect to a Class B Director shall be filled by ComEd. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 3.7. *Annual Meeting.* The annual meeting of the Board of Directors shall be held during the month of [●], subject to providing notice as provided in Section 3.10.

Section 3.8. *Regular Meetings.* Regular meetings of the Board of Directors shall be held with notice as provided in Section 3.10 on the dates and places to be determined by the Board of Directors in Chicago, Illinois.

Section 3.9. *Special Meetings.* Special meetings of the Board of Directors may be called in accordance with Section 3.10 by or at the request of the Chair or any two directors, and such person or persons may fix any place in Chicago, Illinois, as the place for holding any special meeting of the Board so called.

Section 3.10. *Notice of Meetings.* Notice of any regular or special meeting of the Board of Directors shall be given to the public in the manner and at the time or times provided in the Illinois Open Meetings Act. No notice of regular meetings need be given to directors beyond the resolution establishing the date or schedule of such regular meetings for a calendar year. Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws and the Illinois Open Meetings Act at least two days in advance thereof by written notice to each director at the address shown for such director on the records of the Corporation. Notice of a special meeting may be waived in a writing or e-mail by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11. *No Action Without a Meeting.* No action may be taken by the Board of Directors by written consent without a meeting. All actions by the Board of Directors must be taken at a public meeting duly noticed and at which a quorum of directors shall be present.

Section 3.12. *Attendance by Electronic Means.* Notwithstanding the foregoing requirements, Directors or nondirector committee members may participate in and act at any meeting of such board or committee through: (a) the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other; or (b) any other means permitted under the Illinois Open Meetings Act; provided at least a quorum of the Board of Directors or committee must be physically present at the location of the public meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.13. *Quorum.* One-half (1/2) of the directors then in office shall constitute a quorum for the transaction of business at any meeting, provided at least one Class A

Director and at least one Class B Director are present, and provided further if less than one-half (1/2) of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 3.14. Action at a Meeting. (a) Except as provided in Section 3.14(b), the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Articles of Incorporation.

(b) The following actions shall require the affirmative approval of at least one of the Class B Directors:

- (i) any amendment to the Articles of Incorporation or these Bylaws;
- (ii) any merger, consolidation, division, dissolution or liquidation of the Corporation;
- (iii) any transfer of assets other than in connection with (1) the day-to-day management of the Corporation's cash and cash investments and (2) the funding of a project;
- (iv) any investment of the Corporation's funds in other than (1) bank accounts and certificates of deposit, (2) securities and obligations of the federal government or federal government agencies or (3) money market mutual funds;
- (v) any loan of the Corporation's funds (excluding investments described in Section 3.14(b)(iv)(2));
- (vi) any approval of a project that does not meet the requirements of Sections 6.2 and 6.3; or
- (vii) any expenditure that would cause the Corporation's aggregate expenditures for administrative, fiscal sponsorship, and operating costs to exceed \$500,000 in a calendar year.

Section 3.15. Proxy Prohibited. No director may act by proxy on any matter.

Section 3.16. Interested Directors and Conflicts of Interest.

(a) A director who is directly or indirectly a party to a transaction with the Corporation (an "*interested director*") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A director is "indirectly" a party to a transaction if the entity which is a party is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction.

ARTICLE 4

Committees

Section 4.1. *Committees of the Board of Directors.* A majority of the Board of Directors may create one or more committees of the Board, which committees, to the extent specified by the Board and not otherwise prohibited by law, may have and exercise the authority of the Board of Directors in the management of the Corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by these Bylaws. A committee shall have at least one Class A Director and one Class B Director as members and a majority of the membership of such committee shall be directors.

Section 4.2. *Action of Committees of the Board.* A majority of a committee of the Board of Directors, but not less than one Class A Director and one Class B Director, shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner and to the extent provided in Section 3.12 of these Bylaws. A committee may not act by written consent in lieu of a meeting. No member of such committee of the Board may act by proxy. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board shall determine the time and place in Chicago, Illinois of meetings and the notice required for meetings. Notice of any meeting of a committee shall be given to the public in the manner and at the time or times provided in the Illinois Open Meetings Act.

Section 4.3. *Advisory Committees.* The Board of Directors may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors.

ARTICLE 5

Officers

Section 5.1. *Enumeration.* The officers of the Corporation shall be a Chair, a President, a Secretary, and a Treasurer, and may include such other officers or assistant officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. Only directors of the Corporation may be officers.

Section 5.2. *Election and Term of Office.*

(a) An officer shall be elected by the Board of Directors at the annual meeting specified in Section 3.7 at which expires the term of the incumbent in office, or sooner, as determined by the Board of Directors, in the event of a vacancy in an office as a result of death, resignation or removal.

(b) Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 5.3. *Resignation and Removal.*

(a) Any officer may resign at any time by giving notice to the Board of Directors, the Chair, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5.4. *Vacancies.* A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5. *Compensation.* The Board of Directors, and other officers, shall not be entitled to receive any compensation or other forms of remuneration for their service as a director or officer other than reimbursement for reasonable out-of-pocket costs associated with attending Board meetings.

Section 5.6. *Chair.* The Chair of the Board shall preside at all meetings of the Board of Directors which he or she attends and shall have such other authority and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The Chair may sign, alone or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The Chair may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer, employee or agent of the Corporation by the Board of Directors.

Section 5.7. *President.* Subject to any directions given by the Board of Directors, the President, if one is appointed by the Board of Directors, shall in general supervise and control the day-to-day business and affairs of the Corporation and shall perform all duties customarily incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.8. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the

restoration to the Corporation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Corporation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; (c) disburse the funds of the Corporation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Corporation and render to the Chair or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 5.9. *The Secretary.* The Secretary shall (a) keep the minutes of meeting of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Member, director or committee member, which shall be furnished to the Secretary by such Member, director or committee member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

Section 5.10. *Assistant Treasurers and Assistant Secretaries.* The Treasurer and the Secretary may have an assistant to aid their duties in office. An assistant's term in office shall mirror the term for the officer he or she supports. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds (which shall be renewed regularly) for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively; but such assignment or delegation shall not relieve the principal officer of the responsibilities and liabilities of his or her office. In the absence of the Secretary or Treasurer, or in the event of his or her inability or refusal to act, the Assistant Secretaries or the Assistant Treasurers, as the case may be, in the order determined by the Board of Directors (or if there be no such determination, then in the order determined by the Board) shall perform the duties and exercise the powers of the Secretary or the Treasurer. In addition, the Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as may be assigned to them by the Chair or the Board of Directors.

ARTICLE 6

Project Process

Section 6.1. *Project Submission and Approval.* Each Member may present, or allow third parties to present, proposed projects to the Board of Directors for consideration and possible funding by the Corporation, including the projects identified in the Energy and Equity Agreement. The Corporation may, commit to fund projects meeting the criteria set forth in Sections 6.2 and 6.3 that are approved by the Board of Directors by a majority vote of directors

present at a meeting (or, subject to the approval required by Section 3.14(b)(vi), projects that do not meet one or more of the criteria set forth in Section 6.2 and 6.3). Project submission and related grant agreements shall be treated as containing confidential and proprietary information.

Section 6.2. *Project Requirements.*

(a) Subject to Section 3.14(b)(vi), a project to be funded by the Corporation shall meet the following requirements:

(i) The project must prioritize an equitable transition to the use of clean energy and/or must promote equitable decarbonization anchored in values of economic inclusion and savings, pollution burden reduction, equitable access to critical infrastructure and/or community health and resilience. Projects should advance the pillars, strategies, and actions in the then-current CAP, including, but not limited to, retrofitting, weatherizing, and decarbonizing buildings; installing and encouraging access to community solar and other renewable energy sources that prioritize energy resiliency and reducing energy burden in EIECs; expanding access to electric micro-mobility options; and enabling zero-emission transit and fleets. Projects must prioritize delivering measurable and equitable community benefits and infrastructure improvements with a specific focus on EIECs and other under-resourced communities, and must demonstrate significant community engagement in project design and implementation. The project must be presented to the Board in a written proposal which describes, at a minimum, the following: (A) the amount of funding requested from the Entity as well as the total project cost to the extent the two amounts are different; (B) the purpose, milestones, and objectives sought to be achieved; (C) how progress toward achieving those milestones and objectives will be measured, including whether achievement of the milestones and objectives is dependent upon funding or incentives from other sources (including any conditions precedent to that funding or incentives); (D) how the project advances specific actions, strategies and pillars in the City's then-current CAP and other relevant energy policies to achieve equitable outcomes for residents; (E) how the project will be administered and implemented; and (F) how the project will be designed and implemented with community residents and partner organizations. Any project proposal must provide for quarterly reporting to the Entity.

(ii) The project will be administered and overseen by a party who, in the opinion of the Board, is qualified to perform the activities or undertakings of the project. To make this determination, the Board shall review a description of qualifications for the work to be performed as a part of the project. The applicant must demonstrate the institutional and financial controls in place to administer the project in accordance with the restrictions and guidance provided by the Entity.

(iii) The applicant must provide a detailed project budget. Eligible costs associated with the project may include:

- a. Pre-project development costs and uses, including data-gathering, feasibility studies, community engagement and public feedback processes, equity assessments and planning,

permitting, planning, architectural designs, and engineering studies;

- b. Costs of repair, rehabilitation, construction, improvement, and acquisition of property, equipment, and facilities;
- c. Costs of health and safety improvements to address inequities in housing conditions to enable clean energy solutions; and
- d. Personnel costs including salaries and fringe benefits for staff, consultants, and contractors required for carrying out a project.

(iv) The project must have, or include a plan to obtain, any necessary regulatory approvals and permits and must otherwise comply with applicable law.

(c)

Section 6.3. *Project Restrictions.* An approved project must not:

- (a) conflict with, or require the modification of ComEd's rates, terms, conditions, or standards of utility service; interfere with ComEd's provision of utility service under its tariffs; or establish or maintain any unreasonable difference in such rates, terms, conditions, or standards of utility service either as between localities or as between classes of service;
- (b) involve lobbying for any legislative or administrative action of any kind (aside from technical discussions ancillary to implementation of a project) or any expenditures in support of candidates for elected or appointed governmental office or positions; or
- (c) involve expenditures related to the purchase or sale of the electrical system serving residents in Chicago, including studies related to ComEd's performance under the Franchise Agreement.

ARTICLE 7

Contracts and Financial Transactions

Section 7.1. *Contracts.* The Board of Directors may authorize any officer or officers, employee or employees, or agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2. *Loans.* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board.

Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a director or officer of the Corporation.

Section 7.3. *Checks, Drafts, Etc.* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by one or more officers, employees or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an assistant treasurer and countersigned by one other officer.

Section 7.4. *Deposits.* All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.5. *Gifts.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 8

Books and Records

Section 8.1. *General.* The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

Section 8.2. *Inspection.* All books and records of the Corporation may be inspected by any director or any director's agent or attorney, for any proper purpose at any reasonable time.

Section 8.3. Financial Statements and Audit.

(a) The officers shall cause to be delivered to each Member, as soon as available, but in any event:

(i) within 45 days of the end of each calendar quarter, a balance sheet of the Corporation as of the end of such quarter and related statements of operations and cash flows for such month and the year to date, setting forth in each case in comparative form the figures for the same periods in the previous fiscal year; and

(ii) within 90 days after the end of each fiscal year, a balance sheet of the Corporation as at the end of such fiscal year and the related statements of operations and cash flow for such year, setting forth in each case in comparative form the figures for the previous fiscal year (to the extent such period's figures are available), certified by an accounting firm of recognized regional standing as being prepared in accordance with generally accepted accounting principles consistently applied.

(b) The officers shall cause each Member to be furnished with additional reports and financial statements deemed appropriate by the Board.

(c) The Corporation shall, through a publicly accessible website or similar public communications system, provide each Member and the public with the information described in this Section 8.3(c). The information shall include, but is not limited to, an annual report on the Corporation's selection criteria, organizations that have received grants, funded projects, outcomes of projects that have been funded, distributed and remaining funds, any external funds secured for distribution (*i.e.*, private foundations and other government grants), impacts of grant-funded projects on CAP goals and the impact of grant-funded projects on EIECs

Section 8.4. Tax Returns. The officers shall prepare and file, or cause to be prepared and filed, all tax returns required to be prepared and filed by the Corporation in accordance with legal requirements. The officers shall cause the Corporation to pay all taxes and other amounts shown to be due on such returns, including any estimated tax payments.

Section 8.5. Freedom of Information Act. The Corporation shall comply with the provisions of the Illinois Freedom of Information Act.

ARTICLE 9

Fiscal Year

The Corporation's fiscal year shall be the calendar year.

ARTICLE 10

Notices

Section 10.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such director or committee member at his or her address as it appears on the books of the Corporation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these Bylaws.

Section 10.2. Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing or e-mail by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.3. *Open Meetings Act.* Notwithstanding anything to the contrary, any notice provided pursuant to this Article 10 shall comply with the requirements of the Open Meetings Act as applied.

ARTICLE 11

Indemnification and Insurance

Each person who at any time is or shall have been a director, officer or agent of the Corporation shall be indemnified by the Corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this bylaw or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 12

Amendment

Subject to the approval required by Section 3.14(b)(i), the Board of Directors may alter, amend, or repeal these Bylaws or adopt new Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

