

# **BY-LAWS OF THE CALIFORNIA ENERGY ALLIANCE**

## **Article I NAME, SEAL AND OFFICES**

### ***Section 1.01. Name***

The name of the Corporation is California Energy Alliance (hereinafter referred to as the “Alliance”).

### ***Section 1.02. Purpose***

The Corporation is organized as a nonprofit corporation under the California nonprofit corporations law to operate exclusively for charitable, educational, and scientific purposes as more fully set forth in its Articles of Incorporation.

### ***Section 1.03. Offices***

The principal office of the Corporation shall be in the United States at such place within California or elsewhere as the Executive Board may from time to time designate. The Corporation may also have other offices at such places, either within or outside California, as the Executive Board may from time to time authorize. The Corporation shall continuously maintain an agent for service of process in California.

## **Article II**

## **MEMBERS**

### ***Section 2.01. Membership***

This corporation shall have no members in the legal sense. References in these Bylaws and other Alliance documents to “members” shall not be members in the legal sense, and said persons/entities shall have no voting rights. Individuals, firms, corporations, institutions, associations or societies, bureaus, commissions and other public and private agencies desiring to advance the objectives of the Alliance shall be eligible to become members (hereinafter referred to as “Members”), in accordance with rules and standards adopted by the Executive Board.

### ***Section 2.02. Admission to Membership***

The Executive Board shall have the power to establish specific criteria for admission to membership. Membership shall be by application directed to the Alliance and admission to membership shall be by the Executive Board

***Section 2.03. Rescission of Membership***

The Executive Board by a two-thirds vote may rescind any membership for acts or omissions deemed by it, in good faith, not to be in the best interest of the Alliance.

***Section 2.04. Contributions and Support from Members***

Contributions and support from Members to the Alliance may be accepted by the Executive Board.

**Article III**

**DIRECTORS**

***Section 3.01. Authority of the Directors***

In its management of the affairs of the Corporation, the Executive Board shall possess and may exercise all the powers and authority granted to the Corporation by law and by the Articles of Incorporation, subject, however, to the limitations set forth in the Articles of Incorporation.

***Section 3.02. Number of Directors: Qualifications***

The Executive Board shall consist of between three (3) and seven (7) persons. The Executive Board shall appoint the succeeding members of the Executive Board. The initial directors shall be appointed by the Incorporator.

Directors need not be residents of California.

The Executive Board may establish an advisory board called the “Board of Senior Advisors.” Rules and criteria relating to the Board of Senior Advisors shall be established by written action of the Executive Board. The Board of Senior Advisors shall be accountable to the Executive Board, and shall not have the authority of a board of directors within the meaning of California law.

***Section 3.03. Election of Directors; Terms of Office***

Members of the Executive Board shall be elected by majority vote of the preceding Executive Board for terms of three years each. The chief staff officer of the corporation shall serve on the Executive Board as an ex officio, nonvoting member of the Board.

***Section 3.04. Continuation in Office***

After the expiration of the term for which he or she was elected, a Director who is not reelected or whose successor has not been elected shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is elected.

***Section 3.05. Vacancies***

A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her term shall be filled by majority vote of the remaining Directors. A Director so elected shall serve for the remainder of his or her predecessor's term. A vacancy created by an increase in the number of Directors pursuant to Section 3.02 shall be filled by majority vote of the Directors in office.

***Section 3.06. Notice and Acceptance of Appointment of Election***

Written notice of the appointment, election or reelection of a person as Director shall be promptly given to such person by the Chair of the Executive Board. Such person shall be deemed to have accepted election or reelection unless he or she shall otherwise specify within ten (10) days of receipt of said notice, in writing, to the Chair.

***Section 3.07. Resignation***

A Director may resign at any time by giving written notice of resignation to the Chair of the Executive Board. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

***Section 3.08. Removal***

A Director may be removed by a vote of two-thirds of the Directors in office, excluding the Director being considered for removal.

***Section 3.09. Committees of the Executive Board***

(a) Committees of the Executive Board. The Executive Board may establish such committees as it deems appropriate. The Executive Board of Directors will determine the mission, composition of and rules for each committee.

(b) Chief Staff Officer. The Executive Board may hire and retain a chief staff officer (who may also be an officer of the corporation). The Executive Board shall not delegate authority to, among other things, approve each annual budget, establish agendas for Meetings of Directors, or enter into contracts in the name of the Alliance without approval of the Board of Directors. The Chief Staff Officer may be either an employee of the Corporation or a contractor to the Corporation. The role, authority and job functions of the

Chief Staff Officer shall be set forth in writing by the Executive Board. The Chief Staff Officer shall at all times remain subject to supervision and oversight by, and be accountable to, the Executive Board.

## **Article IV**

### **MEETINGS OF DIRECTORS**

#### ***Section 4.01. Place of Meetings***

Meetings of the Executive Board may be held at such places, within or outside California, as the Executive Board may from time to time determine or, in the absence of such determination, as the Chair or persons calling a meeting may specify.

#### ***Section 4.02. Regular and Annual Meeting***

The Executive Board shall hold meetings, including an annual meeting, on the dates and at the places it deems appropriate.

#### ***Section 4.04. Special Meetings***

Special meetings of the Executive Board shall be held whenever called by the Chair of the Executive Board, the chief staff officer, or by any two Directors then in office.

#### ***Section 4.05. Notice; Waiver of Notice***

Notice of each meeting of the Executive Board, specifying the date, time, and place thereof, shall be given on or before the fifth (5<sup>th</sup>) day before the meeting, by letter, facsimile, electronic mail or overnight courier directed to each Director at his or her address last appearing on the records of the Corporation. Any Director may waive the requirement that he or she receive notice by letter, facsimile, electronic mail or overnight courier of any meeting of the Executive Board, either before or after the holding of such meeting, and shall be deemed to have waived such requirement by his or her attendance at a meeting unless he or she signifies at such meeting that his or her attendance is for the purpose of objecting thereto on the grounds that the meeting was not lawfully called or convened.

#### ***Section 4.06. Quorum; Adjournment***

To constitute a quorum for the transaction of business at any meeting of the Executive Board of Directors, the presence shall be required of a majority of the number of Directors then in office. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

***Section 4.07. Majority Vote; Voting***

Except as otherwise specifically provided by statute, the Articles of Incorporation, or these By-Laws, the acts of a majority of the Directors present at a meeting of the Executive Board at which a quorum is present shall be the act of the Executive Board. A Director may not vote by proxy, and a Director unable to be present at a meeting may submit written views on any subject to be considered by the Directors participating in such meeting.

***Section 4.10. Attendance at Meetings by Telephone***

Any or all Directors may participate in a meeting of the Executive Board or a committee of the Executive Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

***Section 4.11. Emergency Provision***

Anything in these By-Laws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving members of the Executive Board who have not been rendered incapable of acting or attending shall constitute a quorum.

Article V

OFFICERS

***Section 5.01. Officers***

The Officers of the Corporation (each an “officer” and, collectively, the “Officers”) shall be a President, a Vice President, a Secretary/Treasurer, the chief staff officer, and such other Officers as the Executive Board of Directors may designate. The Officers may but need not be Directors of the Corporation. Officers must be Members of the Alliance. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

***Section 5.02. Appointment of Officers; Terms of Office***

Officers shall be appointed by the Executive Board. The President, the Vice President, and the Secretary/Treasurer shall be appointed or reappointed by the Executive Board at an annual meeting every three (3) years. Their appointments shall be for three-year terms to expire at the third annual meeting of the Executive Board following their

appointment, and a vacancy between annual meetings shall be filled by the Executive Board. Each Officer shall hold office until the expiration of his or her term and until his or her successor shall have been duly appointed or until he or she shall resign or be removed. Officers shall be eligible for reappointment.

***Section 5.03. Resignation***

An Officer may resign at any time by giving written notice of his or her resignation to the President or the chief staff officer. Any such resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance thereof shall not be necessary to make it effective.

***Section 5.04. Removal***

An Officer may be removed by the Executive Board at a meeting, or by action in writing pursuant to Section 4.08, whenever in the Committee’s judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Article VI**

**DUTIES OF OFFICERS**

***Section 6.01. Chief Staff Officer***

The Chief Staff Officer shall be the chief executive of the Corporation, subject to the direction and control of the Executive Board, to whom he or she is responsible for the affairs of the Corporation and for the performance of its other Officers and its employees. The Chief Staff Officer may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, and other instruments authorized by the Executive Board, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board of Directors or by these By-Laws to some other Officer or agent of the Corporation. In general, the Chief Staff Officer shall perform all duties incident to the office of chief executive of the Corporation, and such other duties as from time to time may be assigned to him or her by the Executive Board of Directors.

***Section 6.02. President***

The President shall be the Chair of the Executive Board and will be an officer of the Corporation. The President may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts, and other instruments authorized by the Executive Board, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these By-Laws to some other Officer or agent of the Corporation.

### ***Section 6.02. Vice President***

The Vice President shall:

- (a) certify and keep at the principal office of the Corporation the original or a copy of its By-Laws as amended to date;
- (b) keep at the principal office of the corporation, or at such other place as the Executive Board of Directors may order, a book of minutes of all proceedings of the Executive Board, whether annual, regular, or special;
- (c) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (d) be custodian of the records and of the seal of the Corporation and see that it is engraved, lithographed, printed, stamped, impressed upon or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- (e) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- (f) exhibit at all reasonable times to any Director, upon request, the By-Laws and minutes of proceedings of the Executive Board of Directors; and
- (g) in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Executive Board of Directors, the Chair or Co-Chair of the Executive Board, or the President.

### ***Section 6.03. Secretary/Treasurer***

The Secretary/Treasurer shall:

- (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation, in such banks, trust companies, or other depositories as shall be selected by the Executive Board;
- (b) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus;
- (c) exhibit the books of account and records to any Director, upon request, during business hours at the office of the Corporation where such books and records are kept;
- (d) render, upon request, a statement of the condition of the finances of the Corporation at all meetings of the Executive Board of Directors, and render a full financial report at the annual meetings of the Executive Board;
- (e) receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and
- (f) in general, perform all the duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned to him by the Executive Board of Directors or the President.

## **Article VII**

### **FINANCIAL ADMINISTRATION**

#### ***Section 7.01. Fiscal Year***

The fiscal year of the Corporation shall begin on January 1<sup>st</sup>, but may be changed by resolution of the Executive Board.

#### ***Section 7.02. Checks, Drafts, Etc.***

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates may be signed or endorsed by any Officer or any person designated by the President or Chief Staff Officer.

#### ***Section 7.03. Deposits and Accounts***

All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Board of Directors or any committee to which such authority has been delegated by the Executive Board may select, or as may be selected by any Officer or Officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Executive Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by an Officer or any person designated by the Chair, Co-Chair or President.

#### ***Section 7.04. Bonds***

The Corporation shall secure bonds for the faithful discharge of the duties of any Director, Officer, agent or employee of the Corporation who has custody of or discretion over any funds of the Corporation.

#### ***Section 7.05. Corporate Records***

The Corporation shall keep at its principal place of business (a) the original or duplicate record of the proceedings of the Executive Board of Directors, (b) the original or a copy of the By-Laws, including all amendments thereof to date, certified by the secretary, and (c) appropriate, correct, and complete books and records of account.

#### ***Section 7.06. Insurance***



The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, association, trust, partnership, joint venture, or other entity, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the laws of California or other applicable laws.

**Article VIII**  
**AMENDMENT OF BY-LAWS**

These By-Laws may be amended by a vote of two-thirds (2/3rd) of the Executive Board , or (b) by unanimous consent in writing without a meeting pursuant to section 4.08.