

**RESOLUTION NO. 19-03-002**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA  
TO ADOPT THE BYLAWS**

**THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA DOES HEREBY FIND AND ADOPT AS FOLLOWS:**

**WHEREAS**, the Clean Power Alliance of Southern California (formerly known as Los Angeles Community Choice Energy Authority) ("Clean Power Alliance" or "CPA") was formed on June 27, 2017;

**WHEREAS**, Sections 3.2.12 and 4.5.13 of the Joint Powers Agreement ("JPA") authorizes the Board to adopt bylaws that are necessary or desirable to fulfill CPA's purposes and for the governance of CPA's operations;

**WHEREAS**, Section 4.11.1 requires CPA to provide the Board of Directors with 30 days advanced notice of its intent to adopt the Bylaws;

**WHEREAS**, on or about February 4, 2019, CPA Board of Directors received advanced notice of the adoption of the Bylaws and the amendment to the JPA; and

**WHEREAS**, on February 7, 2019, the CPA Board of Directors approved the Bylaws subject to three revisions as follows.

(1) Article II, Section 4.a.v. shall be revised as follows:

v. Has been convicted of a felony while serving as a Director;

(2) Article III, Section 2.c. shall be revised as follows:

c. The potential candidate must affirm that he/she intends to his/her elected term as a member of the governing body of a Party will not prevent the potential candidate from serving a full term as a Board Officer.

(3) Article V, Section 4.c. shall be revised as follows:

c. The potential candidate must affirm that he/she intends to his/her elected term as a member of the governing body of a Party will not prevent the potential candidate from serving a full term as an Executive Committee member or a Standing Committee Chair.

**WHEREAS**, on March 6, 2018, the CPA Board of Directors adopted a Closed Session Policy ("Prior Closed Session Policy").

**WHEREAS**, the Bylaws approved by the CPA Board of Directors on February 7,

2019 contain a policy governing closed sessions, which supersedes the Prior Closed Session Policy.

**NOW THEREFORE, BE IT FOUND, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA:**

The Bylaws as approved on February 7, 2019 are hereby adopted and the Prior Closed Session Policy is hereby superseded.

ADOPTED this 7th day of March 2019.

Diana Mahmud  
Chair

ATTEST:

J. Betha  
Secretary