

**BYLAWS FOR
CLEAN POWER ALLIANCE
OF SOUTHERN CALIFORNIA**

PREAMBLE

The Clean Power Alliance of Southern California¹ (“CPA”) was established on June 27, 2017, pursuant to the execution of the Joint Powers Agreement (“JPA”). The members of CPA are referred to individually as “Party” or “Local Agency” or collectively, as “Parties” or “Local Agencies” in these Bylaws. The JPA and any Amendments to the JPA shall collectively be referred to as the “Agreement.”

ARTICLE I

PURPOSE AND DEFINITIONS

Section 1. Purpose of Bylaws. The Agreement authorizes the Board of Directors to develop Operating Policies and Procedures, including but not limited to Bylaws, to implement the affairs of CPA. By approving these Bylaws, the Board intends to provide additional definition concerning governance, internal organization, Board committees, and other matters addressed in these Bylaws.

Section 2. Definitions. Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement.

Section 3. Precedence. If any provision of these Bylaws conflicts with any provision of the Agreement, the Agreement shall prevail, and these Bylaws shall be amended to eliminate such conflict.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Board of Directors. CPA shall be governed by a Board of Directors composed of one representative of each of the Parties (“Board”).

Section 2. Appointment of Directors by Party. Consistent with Section 4.2 of the Agreement, the governing body of each Party shall appoint and designate in writing to CPA one regular Director (“Regular Director”) and up to two alternate Directors (“Alternate Director”) who may vote on matters when the Regular Director is absent for a Board meeting.

Section 3. Resignation. In addition to meeting a Party’s requirements concerning resignation, a

¹ CPA was originally established and known as The Los Angeles Community Choice Energy Authority (“LACCE”). LACCE’s name was changed in Amendment No. 2 to the original JPA on April 5, 2018.

Director may resign at any time by giving written notice to the Chair and the Board Secretary. Any resignation is effective upon receipt of the written notice or at a time designated in the written notice. A vacancy shall be filled as specified in Article IX.

Section 4. Removal for Cause.

- a. Grounds for Removal. A Director may be removed for cause. Cause shall be defined for the purposes of this section as follows:
 - i. Unexcused absences by a Regular Director from three (3) consecutive Board meetings except an “unexcused absence” shall not be applied against a Regular Director if any one of the Alternate Directors from a Party attends a Board meeting in place of that Regular Director. An unexcused absence shall not include an absence due to vacation, illness or medical appointment, family emergency, jury duty, religious observance, or some other unavoidable conflict, if the Regular Director notifies CPA of the conflict in writing;
 - ii. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Director on a confidential basis and whose public disclosure may be harmful to the interests of CPA;
 - iii. Willful violation of any of CPA’s Operating Policies and Procedures;
 - iv. Has been found by a final order or judgment of any court to be of unsound mind;
 - v. Has been convicted of a felony while serving as a Director; or,
 - vi. Fails or ceases to meet any required qualification that was in effect at the beginning of that Director’s current term of office.
- b. Process for Removal.
 - i. If a Director is considered to have met any of the Grounds for Removal specified in Article II, Section 4.a., above, the matter shall be referred to the Executive Committee for investigation and consideration of removal of such Director.
 - ii. Prior to considering the removal, the Executive Committee shall provide written notice to the Director proposed for removal and the governing body that appointed such Director at least thirty (30) days prior to the meeting at which the proposed removal will be considered by the Executive Committee. The notice shall state the grounds for removal, a brief summary of the supporting facts, and the date of the scheduled hearing on the removal (“Removal Notice”). The Director proposed for removal shall be given an opportunity to be heard and to submit any supporting oral or written evidence at the meeting. Upon consideration of the evidence presented, the Executive Committee shall issue a written recommendation to the Board concerning the removal of such Director within ten (10) business days after the removal matter is heard by the Executive Committee, unless the Chair determines that additional time is needed. A copy of the recommendation shall be sent to the Director proposed for removal and the governing

body that appointed such Director within three (3) business days of the issuance of the written recommendation.

- iii. If the Executive Committee recommends a Director's removal, this recommendation shall be considered by the full Board at the next Regular Meeting following the issuance of the Executive Committee's written recommendation. A copy of the Removal Notice and any evidence presented to the Executive Committee shall be provided to the Board. A Director shall not be removed for cause from the Board unless two-thirds of all present Directors (excluding the Director subject to removal) vote in favor of the removal.

ARTICLE III

INTERNAL ORGANIZATION

Section 1. Chair.

- a. The Board shall elect from among themselves a Chair. The current Chair shall announce the nomination period for Chair elections at a Regular Meeting. The election shall occur at the next Regular Meeting or as soon thereafter at a Regular Meeting following the Chair's announcement.
- b. Eligibility. The following minimum eligibility requirements must be met in order for a Regular Director to be elected as Chair.
 - i. The potential candidate must be a Regular Director;
 - ii. The potential candidate must have attended at least 50% of CPA's Regular Meetings in the prior 12 months; and,
 - iii. The potential candidate must affirm that the candidate intends to serve a full term as Chair.
- c. Extension of Term of Office. If, for any reason, the election of a new Chair is not made, the then current Chair shall continue to serve in his/her position until an election is held at a Regular Meeting of the Board.

Section 2. Vice-Chairs.

- a. There shall be two Vice-Chairs. One of the Vice-Chairs shall be a Supervisor for the County of Los Angeles, and the other Vice-Chair shall be a Supervisor for the County of Ventura.
- b. Eligibility. The following minimum eligibility requirements must be met in order for a Regular Director to be named as a Vice Chair.
 - i. The Vice Chair must be a Regular Director; and,

- ii. In the event of a vacancy specified in this Section 2.c. or 4, below, the candidate must meet Section 2.b.i., have attended at least 50% of CPA's Regular Meetings in the prior 12 months, and affirm that the candidate intends to serve a full term as Vice Chair.
- c. In the event a Vice Chair runs for and wins election as Chair, any such vacancy of the Vice Chair shall be filled as specified in Article IX, Section 3.b.

Section 3. Term of Board Officers. The Chair and the two Vice Chairs shall constitute the "Board Officers." The Chair shall serve a two-year term commencing on the first day of the Fiscal Year (as defined in Section 7.1 of the Agreement) and ending on the last day of the following Fiscal Year two years later and Vice Chairs terms will run concurrent thereto as reasonably practical.

A Chair or a Vice-Chair elected pursuant to Article IX, Section 3.b. shall not serve in that position for more than two consecutive full two-year terms.

Section 4. Removal of Board Officers. The Board may remove any of the Board Officers, with or without cause, by a two-thirds vote of the present Directors of the Board at a Regular Meeting of the Board, excluding the Board Officer subject to removal. If removal is being considered, three or more Directors must provide written notice of the proposed removal to the affected Director and to the Executive Director. Thirty (30) days after the receipt of the notice, the Executive Director shall place the removal vote on the agenda at the next Regular Meeting of the Board.

Section 5. Appointment of Treasurer. The Chief Financial Officer ("CFO") of CPA shall act as the Treasurer of CPA. In the event of a vacancy, the Board Chair shall appoint a qualified person to act as the interim Treasurer within ninety (90) days of the date the position becomes vacant, and the interim Treasurer shall remain in that role until a new CFO is named. The Treasurer shall:

- a. Possess the powers of, and shall perform any functions required by applicable law, including those duties described in the Government Code Section 6505.5 and the Agreement, and which may be prescribed by the Board or these Bylaws.
- b. Prepare, maintain, and update as needed reserve and investment policies governing CPA's building of reserves and management of investments respectively.
- c. Prepare any other reports or policies that the Board or the Finance Committee requires.

Section 6. General Counsel. The General Counsel shall be the attorney for the Board and CPA and shall represent the Board and CPA in all actions, hearings, and proceedings for or against CPA, or when CPA may be legally interested. The General Counsel shall also be the legal advisor to the Board and by extension, to CPA's officers and employees in their official capacity. When requested, the General Counsel shall give written legal advice or opinions to the Board or to any CPA officer or employee.

The General Counsel may delegate her/his authority by designating other attorney(s) on a limited or temporary basis to assist in the performance of her/his duties.

ARTICLE IV

BOARD MEETINGS

Section 1. Regular Meetings. The regular meetings of the Board (“Regular Meeting”) shall be held on the first Thursday of each month at 2 PM, unless the Chair and the Executive Director agree that a Regular Meeting should be held on another day and time.

Section 2. Closed Session.

- a. Confidentiality. All information presented to the Board in closed session shall be confidential. No person attending a closed session may disclose any matter discussed in the session except as provided below.
- b. Discussions with Local Agency Governing Bodies and Local Agency Legal Counsel. A Director may disclose information obtained in a closed session that has direct financial or liability implications for the Director’s Local Agency, to the following individuals: i) Legal counsel of the Director’s governing body for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Local Agency; and ii) Members of the governing body of the Local Agency present in a closed session of that Local Agency.

Prior to disclosing any information obtained in a closed session to legal counsel of the Director’s Local Agency or other members of the legislative body of the Director’s Local Agency, the Director shall notify the General Counsel of the intention to discuss the matter with their Local Agency’s legal counsel or other members of the legislative body. This notification shall provide the General Counsel with an opportunity to discuss with the Local Agency’s legal counsel whether the matter has direct financial or liability implications for the Director’s Local Agency.

- c. Procedure.
 - i. The General Counsel and Executive Director shall designate staff members and others who shall remain in the closed session to assist the Board in its deliberations.
 - ii. Any Director who has not attended a closed session and wishes to be advised of the content of the session may inquire of any Director who attended the closed session. The person contacted may advise the inquiring Director of the content of the session. The advised Director shall not disclose the matter for which the session was held.
 - iii. The General Counsel shall be consulted before an item is placed on the ClosedSession agenda.
- d. Alternate Directors Participation. Any designated Alternate Director of the legislative body of a Local Agency who is attending a properly noticed meeting of CPA in lieu of a Local Agency Regular Director may participate in a closed session meeting of CPA.

ARTICLE V

RULES GOVERNING COMMITTEES

Section 1. Establishment of Committees. Section 5.9 of the Agreement establishes the Executive Committee, the Finance Committee, and the Community Advisory Committee, and authorizes the Board to establish additional policy committees. The Finance Committee and the policy committees identified in Article VII shall collectively be referred to as “Standing Committees.” The duties and authority of all Committees shall be subject to the approval and direction of the Board.

Section 2. Committee Voting. Action by a Committee on matters shall require an affirmative vote of a majority of the Director members who are present at the meeting unless otherwise specified in these Bylaws.

Section 3. Ad Hoc Committees. The Board may create Ad Hoc Committees from time to time, to undertake special assignments on behalf of the Board. An Ad Hoc committee shall exist for a specified term or until its special assignments are completed, whichever comes first, but its existence may be extended for an added term or added assignments by action of the Board. The Board Chair shall appoint the Chair of any Ad Hoc Committee. Any Ad Hoc Committee membership shall be governed by Article VII, Section 2.

Section 4. Removal of a Committee Member. Except as otherwise provided in Article II, Section 5, the Board may remove any Committee member from office, including any At-Large member of the Executive Committee or a Standing Committee Chair, with or without cause, by a two-thirds vote of the present Directors of the Board at a Regular Meeting of the Board.

Section 5. Open Meeting Requirements. The meetings of the committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Executive Committee. The duties of the Executive Committee shall be to review and provide advice to the Executive Director and the entire Board on policy, operation, and organizational matters, and perform such other responsibilities, tasks, or activities as delegated to it by the Board.

The Executive Committee shall consist of the following ten (10) Directors:

- a. The Chair of the Board, who shall serve as Chair of the Executive Committee;
- b. The two Vice-Chairs of the Board, who shall serve as the Vice-Chairs of the Executive Committee;

- c. The Chair from each of the Standing Committees;
- d. The immediate past Chair of the Board;
- e. Two (2) At-Large Directors, each of which represent a Party located in the County of Los Angeles; and,
- f. One (1) At-Large Director, who represents a Party located in the County of Ventura.

Section 2. At-Large or Standing Committee Chair Eligibility Requirements. The following minimum eligibility requirements must be met in order for a Director to be elected as an At-Large member of the Executive Committee or appointed as a Standing Committee Chair.

- a. The potential candidate must be a Regular Director;
- b. The potential candidate must have attended at least 50% of CPA's Regular Meetings in the prior 12 months; and,
- c. The potential candidate must affirm that the candidate intends to serve a full term as an Executive Committee member or a Standing Committee Chair.

Section 3. Election of At-Large Executive Committee Members. The Regular Directors of Parties located in the County of Los Angeles shall elect from among themselves two At-Large members subsequent to the election of the Board Officers. The Regular Directors of Parties located in the County of Ventura shall elect from among themselves one At-Large member subsequent to the election of the Board Officers.

The Chair shall announce the nomination period for the At-Large members at a Regular Meeting. The election shall occur at the next Regular Meeting following the Chair's announcement.

Section 4. Term of At-Large Executive Committee Members and Immediate Past Chair. The At-Large Executive Committee members and when applicable, the immediate past Chair shall serve a two-year term, concurrent with the term of the Board Officers.

Section 5. Extension of Term of Executive Committee Members. If, for any reason, the election of new At-Large Directors is not made, the then current Directors shall continue to serve in his/her position until an election is held at a Regular Meeting of the Board.

Section 6. Alternate Directors in Executive Committee. Except as otherwise provided in Section 5.1 of the Agreement, in the event a Regular Director member of the Executive Committee is unavailable to attend a duly-noticed meeting of the Executive Committee, an Alternate Director representing the same Party may attend the Executive Committee meeting in place of that Regular Director provided that an Alternate Director shall not vote on any matter requiring Executive Committee action.

Section 7. Tie-Break in Executive Committee Vote. In the event of a tie vote of the Executive Committee, the matter shall be referred to the Board for a percentage vote in accordance with Section 4.10.1 of the Agreement.

ARTICLE VII

STANDING COMMITTEES

Section 1. Appointment and Term of Standing Committee Chairs. The Board Chair shall appoint the Chairs of each Standing Committee after the Board Chair is elected. The Chairs of each Standing Committee shall be Regular Directors and appointed to a two-year term concurrent with the term of the Board Officers. If, for any reason, the appointment of new Committee Chairs is not made, the then-current Committee Chair shall continue to serve in his/her position until an appointment is made by the Chair at a meeting of the Board.

Section 2. Standing Committee Membership. Any Director or Alternate Director who wishes to join a Standing Committee may become a member of that Committee. A Director or Alternate Director who wishes to join a Committee shall notify the Board Chair and the Board Secretary in writing of their intention to join. In no event shall the number of Directors in any one Standing Committee constitute a quorum of the Board and in no event shall a Party be represented on any one Standing Committee by more than one Director member.

Section 3. Alternate Directors in Standing Committees. Except as otherwise provided in Article VI, Section 5 of the Bylaws, in the event a Director member of a Standing Committee is unavailable to attend a duly-noticed meeting of that Committee, an alternate Director representing the same Party as the absent Director may attend and if applicable, vote in the Committee meeting in place of the absent Director.

Section 4. Finance Committee. The Standing Finance Committee's duties shall include but not be limited to reviewing and recommending to the Executive Director and the Board:

- a. Fiscal year budgets;
- b. Financial policies and procedures including a reserve and investment policy; and,
- c. Other measures ensuring the sound financial management of CPA or as similarly directed by the Board.

The Finance Committee shall select an Independent Auditor who shall perform a financial audit of accounts of CPA on an annual basis. The Independent Auditor shall be accredited in the State of California and provide independent, accurate, and timely assessments of CPA's financial activities in compliance with generally accepted government auditing standards.

The Finance Committee shall recommend to the Board an Internal Auditor. The Internal Auditor may assess compliance with CPA's financial policies and procedures; review CPA's internal processes or the adequacy of financial controls; make recommendations for improvement; and any similar duties as the Board may direct.

Section 5. Energy Planning & Resources Committee ("Energy Committee"). There shall be a Standing Energy Committee whose duties shall be to review and provide advice to the Executive Director, the Executive Committee, and the Board on policy, operation and organizational matters related to CPA's procurement and development of electric power supplies; the identification and quantification of risk within the energy market; promotion of renewable energy projects and

programs; and any similar duties as the Board may direct.

Section 6. Legislative and Regulatory Committee. There shall be a Standing Legislative and Regulatory Committee whose duties shall be to review and provide advice to the Executive Director and the Board on policy, operation and organizational matters related to CPA's legislative and regulatory principles, priorities, and strategies; to promote CPA's interests by protecting local control and autonomy; to ensure fair treatment of CPA's customers by regulatory bodies; and any similar duties as the Board may direct.

ARTICLE VIII

COMMUNITY ADVISORY COMMITTEE ("CAC")

Section 1. Purpose. Pursuant to Section 5.9.1(c) of the Agreement, the CAC shall be an advisory committee formed to advise the Board on community outreach and engagement issues; to outreach to key stakeholder communities; and to undertake any assignments as directed by the Board. The CAC is not a Standing Committee.

Section 2. CAC Member Selection Process. On an ongoing basis, CPA's staff shall accept and solicit applications from customers that reside or work within CPA's territory to become a member of the CAC. A list of all CAC member applicants by geography, skills and association, along with copies of all completed applications, shall be provided to the Board and the Board shall select CAC members from this list of CAC applicants.

Section 3. CAC Membership. The CAC shall be comprised of a total of 15 members representing customers or key stakeholders residing or working in the seven (7) geographical regions, as follows:

- a. Three (3) members from the East Ventura/West Los Angeles County Region.
- b. Two (2) members from the West/Unincorporated Ventura County.
- c. Two (2) members from the Westside region in Los Angeles County.
- d. Two (2) members from the South Bay region in Los Angeles County.
- e. Two (2) members from the Gateway Cities region in Los Angeles County.
- f. Two (2) members from the San Gabriel Valley region in Los Angeles County.
- g. Two (2) members from the Unincorporated Los Angeles County.

Section 4. CAC Officers. The CAC shall appoint from among themselves by majority vote one Chair and two Vice-Chairs. At least one of the Vice Chairs shall be a member residing in the jurisdiction of a Party located in the County of Ventura. The CAC may establish Bylaws of the CAC ("CAC Bylaws") governing the operation of the CAC. Any CAC Bylaws shall be drafted by the seated CAC members. Prior to becoming effective, any CAC Bylaws, including any amendments thereto, must be approved by a majority of the seated CAC members who are present at a meeting. The CAC Chair, or designee, shall be the liaison between the Board and the CAC and to the extent requested by each Board subject to the limits of the Agreement and applicable law.

Section 5. CAC Term. The term of service of each CAC member will be two years commencing at the Board Meeting in May and expiring in April two years later. There shall be no limit to the number of terms a CAC member may serve.

Section 6. CAC Quorum and Voting. Fifty percent (50%) of the seated CAC members shall constitute a quorum for the transaction of business. Action of the CAC on all matters shall require an affirmative vote of a majority of all members who are present at the subject meeting.

Section 7. CAC Member Removal. A CAC member may be removed by a majority vote of the Board, with or without cause.

Section 8. CAC Vacancies.

- a. Whenever a vacancy occurs among the CAC Officers during that officer's term of office, the CAC shall hold an election to fill such vacancy within 90 days of the date of the vacancy if there are 90 days or more in the term at the time the vacancy occurs.
- b. Whenever a vacancy occurs for a CAC member during that member's term of office, the Board shall fill such vacancy.

Section 9. Reimbursements. CAC members may seek reimbursement of expenses incurred to attend a duly-noticed CAC meeting or a Board authorized meeting in compliance with "CPA Reimbursements for Board of Directors" policy, Policy No. CPA2018-05.

ARTICLE IX

DIRECTOR VACANCIES

Section 1. Vacancy Definition. A vacancy shall exist in the case of death; resignation; expiration of term; termination or withdrawal of membership from CPA; removal of a Director by the governing body of a Party that designated and appointed the member Director; removal of a Director by the Board; or when a Director, who is an elected member of a Party, ceases to be an elected member, including term limits.

Section 2. Vacancy of a Director. Whenever a vacancy occurs for a Regular Director or Alternate Director representing a Party, the affected Party shall comply with Section 4.3 of the Agreement and the appointment and designation shall occur in a manner consistent with each Party's rules, regulations, bylaws, policies, or procedures. In addition, the affected Party shall notify the Executive Director in writing no later than five (5) business days after a replacement Director is appointed or elected by the governing body.

Section 3. Vacancy of a Regular Director serving as a Board Officers.

- a. Chair. Whenever a vacancy occurs of a Regular Director serving as Chair during the Chair's term of office, the Board shall hold an election to fill such vacancy within 90 days of the date of the vacancy if there are 90 days or more in the term at the time the vacancy occurs. The election of a Chair shall be consistent with Article III, Section 1.

- b. Vice Chair. In the event of a Vice Chair vacancy due to Article III, Section 2.c. or 4, the Regular Directors of the Parties representing Member Agencies located in the County where the Vice Chair vacancy occurred shall elect a Vice Chair. The election of Vice Chair shall be consistent with Article III, Section 2.b.

Section 4. Vacancy of At-Large Executive Committee Member. Whenever a vacancy occurs for an At-Large Executive Committee member, during that member's term of office, the Board shall hold an election to fill such vacancy within 90 days of the date of the vacancy if there are 90 days or more in the term at the time the vacancy occurs. The election of an At-Large Executive Committee Member shall be consistent with Article VI, Sections 1.e and f., and Article VI, Section 2.

Section 5. Vacancy of Standing Committee Chairs. Whenever a vacancy occurs for a Standing Committee Chair, during that Standing Committee Chair's term of office, the Board Chair shall fill such vacancy within 90 days of the date of the vacancy if there are 90 days or more in the term at the time the vacancy occurs.

Section 6. Remaining Term. Any Director appointed or elected to fill a vacancy before the expiration of the term for which her or his predecessor was appointed shall serve for the remainder of such term.

ARTICLE X

ELECTIONS

When an election is required as specified in these Bylaws, the candidate who receives the greatest number of votes among voting Regular Directors or in the event that two of the same position are being filled, the top two candidates with the greatest number of votes among voting Regular Directors shall be elected. In the event of a tie, a roll call vote shall be held until a winner is selected.

ARTICLE XI

VOTING

Voting on any other CPA matters shall be held in accordance with the requirements of Sections 4.10 and 4.11 of the Agreement and these Bylaws.