

BYLAWS
OF
CONFERENCE OF CALIFORNIA PUBLIC UTILITY COUNSEL

ARTICLE 1
OFFICES

Section 1.01. Principal Office. The principal office of Conference of California Public Utility Counsel (the “corporation”) shall be located at the office of the President of the corporation, or at such other place as the Board of Directors (“Board”) shall determine. The Board may change the principal office from one location to another.

Section 1.02. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 2
PURPOSES AND LIMITATIONS

Section 2.01. General Purposes. This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 2.02. Specific Purposes. The specific, non-profitable purposes of this corporation are the following:

1. To promote, preserve and improve the general welfare and the common business interests of those members of the legal profession engaged in giving advice and counseling on public utility issues.
2. To provide education and training to such counsel on matters related to public utility issues in a manner complying with all applicable laws.
3. To encourage conduct in accordance with the highest standards of legal ethics on the part of such counsel.

Section 2.03. General Limitation. No part of the net earnings of this corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954.

ARTICLE 3
MEMBERS

Section 3.01. Classes and Qualifications. The corporation shall have two classes of members. Any attorney admitted to practice in any jurisdiction or any member or employee of the California Public Utilities Commission may become a general member of the corporation by the payment of dues. Any other person with an interest in the field of public utility regulation may apply to become a special member of the corporation. All members shall have the right to vote on the election of Directors, on any matters which these Bylaws specifically make subject to membership vote, and on any other matters that the Board, in its discretion, presents to the members for decision.

Section 3.02. Application for Special Membership. Persons wishing to become special members of the corporation after December 31, 1991 shall file an application for membership at the principal office of the corporation, together with payment of dues. Persons wishing to become special members of the corporation before December 31, 1991 may become special members by the payment of dues before this date without simply filing an application.

Section 3.03. Dues and Assessments.

(a) Obligation of Payment. Each member must pay, within the time and on the conditions set by the Board, the dues in amounts to be fixed annually by the Board.

(b) Good Standing. Those general members who have paid the required dues in accordance with these Bylaws and those special members who have filed an application for membership, if required under Section 3.02 of these Bylaws, and have paid the required dues in accordance with these Bylaws shall be members in good standing, subject to the provisions under Section 3.04 of these Bylaws.

(c) Initial Dues. Subject to modification by the Board, the dues payable by members shall be \$30 per calendar year, except that the dues payable by members or employees of the California Public Utilities Commission shall be \$15 per calendar year. Such dues are payable upon application for membership and for each succeeding year are due by February 1 of such year.

(d) Assessments. The Board may request voluntary assessments in addition to dues on all members upon thirty (30) days written notice to the membership. For example, the Board may request voluntary assessments in connection with conferences and other events held by the corporation in furtherance of its purposes.

(e) Refunds. No dues or assessments will be refunded, except in extraordinary cases by positive vote of at least three-fourths of the members of the Board.

Section 3.04. Termination and Suspension.

(a) Causes of Termination. A membership shall be terminated on occurrence of any of the following events:

(1) Resignation of the member on reasonable notice to the corporation;

(2) Failure of the member to pay dues as set by the Board after they become due and payable;

(3) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(4) Expulsion of the member under Section 3.04(c) of these Bylaws based on the good faith determination by the Board, or by a committee or person authorized by the Board to make such a determination, that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

(b) Suspension of Membership. A member may be suspended, under Section 3.04(c) of these Bylaws, based on the good faith determination by the Board or by a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously

prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(c) Provision for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 3.04(a)-3.04(b) of these Bylaws, the procedure set forth below shall be followed:

(1) The member shall be given 30 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(3) The Board, committee or authorized person shall decide whether or not the member shall be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 3.05. Meetings of Members.

(a) Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board.

(b) Annual Meeting. An annual meeting of members shall be held in the fourth quarter of each year, unless the Board has fixed another date or time and so notifies members as provided in Section 3.05(d) of these Bylaws. At this meeting, Directors shall be elected and any other proper business may be transacted, subject to Section 3.05(d) of these Bylaws.

(c) Special Meetings.

(i) Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Board, the President, or 5% or more of the members.

(ii) Calling Meetings. A special meeting called by any person or persons (other than by the Board) entitled to call meetings shall be called by written request specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 3.05(d) of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board. The meeting date shall be not less than 35 nor more than 75 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(iii) Proper Business of Special Meeting. Only that business which was generally set forth in the notice of the meeting may be transacted at a special meeting.

(d) Notice Requirements for Members Meetings.

(i) General Notice Requirements. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 3.05(d)(ii)-3.05(d)(iv) of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, for a special meeting, the general nature of the business to be transacted. Subject to Sections 3.05(c)(iii) and 3.05(d)(ii) of these Bylaws, any proper matter may be presented at the annual meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) amending the Articles of Incorporation; or
- (2) electing to wind up and dissolve the corporation.

(iii) Manner of Giving Notice. Notice of any meeting of members shall be given in writing not less than 10 nor more than 60 days before the meeting date. The notice shall be given either personally, by first class mail, or by other means of written communication, charges prepaid. The notice shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if sent to the member by first class mail or other written communication to the corporation's principal office.

(e) Quorum.

(i) Percentage Required. Twenty (20) percent of members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members.

(ii) Loss of Quorum. Subject to Section 3.04(e)(i) of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action (other than an adjournment) is approved by at least a majority of the members required to constitute a quorum.

(f) Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of a majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned

meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(g) Voting.

(i) Eligibility to Vote. Persons entitled to vote at any meeting of members are those members under Section 3.01 who are in good standing as of the record date determined under Section 3.07 of these Bylaws.

(ii) Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member eligible to vote at the meeting before the voting begins.

(iii) Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority, or in the case of an election of Directors, of a plurality, of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law, or by the Articles of Incorporation, or by these Bylaws.

(h) Written Waiver of Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any members' meeting. However, if action is taken or proposed to be taken for approval of any of those matters specified in Section 3.05(d)(ii), then the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(i) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 3.06. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following:

(a) Solicitation of Written Ballots. The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 3.05(d)(iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal and (3) provide a reasonable time within which to return the ballot to the corporation. Any written ballot shall provide that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(b) Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be

required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Revocation. A written ballot may not be revoked.

(d) Filing. All written ballots shall be filed with the Secretary of the corporation and maintained in the records for at least three years.

Section 3.07. Record Date for Notice, Voting, and Other Actions.

(a) Record Date Determined by the Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting or by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The fixed record date for notice of a meeting or for determining the members entitled to vote by written ballot shall not be less than 10 nor more than 60 days before the date of the meeting or the date on which the first written ballot is mailed, respectively. The fixed record date for voting at a meeting shall not be more than 60 days before the date of the meeting. The fixed record date for any other action shall not be more than 60 days before that action.

(b) Record Date Not Determined by the Board.

(i) Record Date for Notice. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a members' meeting shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record Date for Meeting Vote. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

(iii) Record Date for Written Ballot. If not otherwise fixed by the Board, the record date for determining the members entitled to vote by written ballot shall be 10 days before the date on which the first written ballot is mailed.

(iv) Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the

Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(c) Members of Record. A person holding a membership in good standing at the close of business on the record date shall be a member of record.

Section 3.08. Proxies.

(a) Right of Members. Each member entitled to vote shall have the right to do so either in person or by any other member or members entitled to vote who are authorized by a written proxy, signed and dated by the person and delivered to the Secretary of the corporation.

(b) Form of Solicited Proxies. If the corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters. Such proxy shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) Requirement That General Nature of Proxy be Stated. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members. Matters for which a vote of the members is required include amendments of the Articles of Incorporation or Bylaws changing proxy rights; certain other amendments of the Articles of Incorporation; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; or dissolution of the corporation.

(d) Revocability. A validly executed proxy shall continue in full force and effect until (1) revoked by the member executing it, before the vote is cast under that proxy, or (2) written notice of the death or incapacity of the maker of the proxy

is received by the corporation before the vote under that proxy is counted. A proxy shall be valid only for voting at the first meeting held on or after the date of the proxy. A member may revoke a proxy (1) by a writing delivered to the Secretary of the corporation stating that the proxy is revoked, or (2) by a subsequent proxy executed by that member and presented to the meeting, or (3) by that member's personal attendance and voting at the meeting.

Section 3.09. Election of Directors.

(a) Nominations. Only members entitled to vote shall be nominated for election to the Board. The method for nominating qualified candidates from among the members entitled to vote for election to the Board must give every member entitled to vote a reasonable opportunity to make nominations, but may also include nominations by the Board.

(b) Nominations from the Floor. If there is a meeting of members to elect Directors, any member entitled to vote who is present at the meeting in person or by proxy may place names in nomination.

(c) Solicitation of Votes. The Board shall allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(d) Use of Corporate Funds to Support Nominees. No corporate funds may be expended to support a nominee for Director after more persons have been nominated for Director than can be elected.

ARTICLE 4

DIRECTORS

Section 4.01. General Powers of the Board of Directors. Subject to any limitations provided by law, all corporate powers shall be exercised by or under the direction of the Board.

Section 4.02. Specific Powers and Duties. The Board shall have the following powers and duties:

- (a) To accept or refuse, with absolute discretion, any gift offered to the corporation;
- (b) To invest and manage, directly or through agents or advisors, the funds and other assets of the corporation;
- (c) To select and remove, or employ and discharge all officers, agents and employees of the corporation and to fix their compensation, if any;
- (d) To prescribe such powers and duties for such officers, agents and employees as are consistent with the Articles of Incorporation, these Bylaws, and applicable law; and to supervise all such persons to ensure that their duties are properly performed;
- (e) To conduct, manage and control the business and affairs of the corporation, and to make such rules and regulations for that purpose as are consistent with the Articles of Incorporation, these Bylaws, and applicable law;
- (f) To authorize the issuance of memberships of the corporation from time to time, upon such terms and for such consideration as may be lawful;
- (g) To adopt and use a corporate seal; to prescribe the forms of membership certificates; and to alter the forms of the seal and certificates.

Section 4.03. Composition of the Board of Directors. The authorized number of directors of the corporation shall be up to thirteen until changed by amendment of these Bylaws duly adopted by the members.

Section 4.04. Election and Terms of Office of Directors.

(a) At the 2005 annual meeting of the members, the members shall elect three Directors to serve one-year terms, three Directors to serve two-year terms, and three Directors to serve three-year terms. The terms shall begin January 1, 2006.

(b) At each annual meeting of the members subsequent to 2005, the members shall elect a number of directors sufficient to bring the total number of directors to no more than thirteen. The terms shall begin on the first day of the month immediately following the annual meeting.

(c) No Director shall serve more than two consecutive three-year terms.

(d) Two Directors shall be members of the Young Utility Lawyers Committee as described in Section 12.01, below and shall serve as YUL representatives.

Section 4.05. Vacancies on the Board of Directors.

(a) Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) whenever the members fail to elect the full authorized number of Directors to be voted for at a regular or special meeting.

(b) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 7230 and following sections of the California Nonprofit Mutual Benefit Corporation Law.

(c) Directors may be removed only by vote of two-thirds of the voting members represented at a membership meeting at which a quorum is present.

(d) Vacancies on the Board occurring prior to expiration of a Director's term may be filled by a vote of the majority of the Directors then in office, whether or not less than a quorum, or by the sole remaining Director, except that vacancies created by the removal of a Director may be filled only by vote of the members. A person elected to fill a vacancy as provided in this subsection shall hold office until the earlier of the next membership meeting or his or her death, resignation, or removal from office.

Section 4.06. Resignations. Any Director may resign by giving written notice to the President, the Vice-President, the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later effective date. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 4.07. Directors' Meetings.

(a) Place of Meetings. Meetings of the Directors shall be held at such place as may be designated from time to time by the Board of Directors. Any meeting may be held by telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another adequately.

(b) Regular Meetings. Regular meetings of the Board of Directors shall be held without call or notice on such dates and at such times as may be fixed by the Board.

(c) Special Meetings and Notice. Special meetings of the Board for any purpose may be called at any time by the President, the Vice-President, the Secretary, or any two Directors. Special meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- (1) By personal delivery of written notice;
- (2) By first class mail, postage prepaid;
- (3) By telephone, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate that notice promptly to the Director; or
- (4) By facsimile transmission or overnight delivery service, charges prepaid.

All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation. Notices sent by first class mail shall be deposited in the United States mail at least seven (7) days before the time set for the meeting. Notices by personal delivery, telephone, facsimile, or overnight delivery shall be given at least 48 hours before the time set for the meeting. The notice shall state the time and place of the meeting. The notice need not specify the purpose of the meeting.

Section 4.08. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. Such provisions include, without limitation, those

which relate to (a) approval of contracts and transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.09. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice provided (1) a quorum is present, and (2) each Director not present signs, either before or after the meeting, a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs such a waiver, consent or approval. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

Section 4.10. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 4.11. Action by Unanimous Written Consent Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. However, the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an interested Director, as defined in Section 5233 of the California Corporations Code, shall not be required for approval of that transaction. Such action by

written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 4.12. Board Committees. The Board of Directors may, by resolution adopted by a majority of the number of Directors then in office, and provided that a quorum is present, appoint one or more committees. A committee shall consist of two or more Directors. The Board of Directors may delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to (a) filling a vacancy on the Board or on any committee having the authority of the Board; (b) fixing compensation of any Director; (c) amending, repealing, or adopting any bylaw; (d) amending or repealing any resolution of the Board which by its express terms is not so amendable or repealable; (e) appointing committees of the Board or the members thereof; (f) approving any self-dealing transaction; (g) spending corporate funds to support a nominee for Director; and (h) taking any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members.

ARTICLE 5

OFFICERS

Section 5.01. Number and Qualifications. The officers of the corporation shall be a President, a Vice President and a Secretary/Treasurer, each of whom must be a voting member of the corporation.

Section 5.02. Election, Term of Office. Officers shall be elected by the Board for terms of one calendar year, except that the initial terms shall be until December 31, 1991. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may be elected for successive terms.

Section 5.03. Removal and Resignation.

(a) Without prejudice to any rights of an officer under any contract of employment, the Board may remove any officer with or without cause.

(b) Without prejudice to any rights of the corporation under any contract of employment, any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such resignation shall have the effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective.

Section 5.04. President. The President shall be the general manager and chief executive officer of the corporation. The President shall, if present, preside at all members' meetings and at all Board meetings. He or she shall perform such other powers and duties as may from time to time be assigned by the Board, which may include some or all of the duties of the Secretary, the Treasurer North, or the Treasurer South.

Section 5.05. Vice-President. The Vice-President shall perform the powers and duties of the President in the President's absence or with the President's consent.

Section 5.06. Secretary/Treasurer. The Secretary/Treasurer shall:

(a) Certify and keep at the principal office of the corporation, or at his or her own office, the original and a copy of the Bylaws, as amended;

(b) Keep at the principal office of the corporation, or at his or her own office, a book of minutes of all meetings of the Board, its committees and members, recording therein the time and place of holding, whether regular or special and, if special how authorized, notice thereof given, the names of those present and the proceedings thereof;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Be custodian of the records and any seal of the corporation;

(e) Upon application, exhibit at all reasonable times to any Director the Bylaws and minutes of all meetings of the Board; and

(f) Generally perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board or the other officers of the corporation.

(g) receive and have charge of all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as the Board may prescribe;

(h) receive and give receipt for monies due and payment to the corporation from any source whatever;

(i) disburse or cause to be disbursed the funds of the corporation as the Board may prescribe, subject to countersignature by another person under terms designated by the Board.

(j) keep and maintain adequate accounts of the corporation's properties and business transactions including accounts of the assets, liabilities, receipts, disbursements, gains and losses; and

(k) generally perform all duties incident to the office of financial officer and such other duties as may from time to time be assigned by the Board or the other officers of the corporation.

Section 5.07. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled, at the Board's discretion.

ARTICLE 6

CORPORATE RECORDS AND REPORTS

Section 6.01. Maintenance of Corporate Records. The corporation shall keep at its principal office or at such other place as the Board may order:

(a) Adequate and correct books and records of account;

(b) Written minutes of the proceedings of its members, Board and committees of the Board;

- (c) A record of each member's name and address; and
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 6.02. Members' Inspection Rights.

(a) Each and every member eligible to vote shall have the following inspection rights for a purpose reasonably related to such person's interest as a member:

(i) To inspect and copy the records of members' names and addresses during usual business hours on five (5) days written prior demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(ii) To obtain from the Secretary, upon written demand and tender of a reasonable charge, a list of names and addresses of members entitled to vote for the election of Directors as of the most recent record date for which this list has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after (1) the demand is received, or (2) the date specified in the demand as of which the list is to be compiled.

(b) Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

(c) On written demand to the corporation, any member may inspect, copy, or make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

Section 6.04. Annual Report. The Board shall prepare an annual report within 120 days after the close of the corporation's fiscal year unless it is exempted from doing so by law. That report shall contain the following information, in appropriate detail:

- (a) A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
- (b) A statement of the place where names and addresses of the current members are located;
- (c) Any information required by Section 6.05 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

The corporation shall notify each member yearly of the member's right to receive a copy of an annual report prepared by the Board unless it is exempted from doing so by law. Upon receiving a written request by a member, the Board shall promptly cause a copy of the most recent annual report to be sent to that member.

Section 6.05. Annual Statement of Specific Transactions to Members.

The corporation shall annually furnish its members and Directors, within 120 days after the end of the corporation's fiscal year, with a statement of any transaction of the following kinds:

(a) Any transaction (1) in which the corporation is a party, (2) in which a Director or officer had a direct or indirect material financial interest, and (3) which involved more than \$50,000, or was one of a number of transactions with the same Director or officer involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, the relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any loan, guarantees, indemnifications or advances aggregating more than \$10,000 paid or made during the previous fiscal year to any Director or officer. However, no such statement need be made in the case of a loan, guarantee or indemnification if such was approved by the members pursuant to Section 7237(e)(2) of the California Nonprofit Mutual Benefit Corporation Law.

If the corporation issues an annual report to all members, the corporation may satisfy the requirement of Section 6.05 of these Bylaws by including in that annual report the information required under Sections 6.05(a) and 6.05(b) of these Bylaws.

ARTICLE 7

DISSOLUTION

Section 7.01. The corporation shall not be voluntarily dissolved except by approval of the Board of Directors. In the event of dissolution of the corporation in any manner and for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all of the remaining funds, assets and properties, or proceeds or sale thereof, of the corporation shall be distributed equally among the members eligible to vote.

ARTICLE 8

FISCAL YEAR

Section 8.01. Fiscal Year of the Corporation. The fiscal year of the corporation shall commence on January 1 and end on December 31 of each year, except that the corporation's first fiscal year shall commence on October 25, 1990, the day the corporation was incorporated, and shall extend until December 31, 1990.

ARTICLE 9

CONSTRUCTION

Section 9.01. Construction. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE 10
AMENDMENTS

Section 10.01. Amendment of Bylaws.

(a) Amendment by Board of Directors.

(i) Membership Rights Limitation. Subject to the rights of members as provided by law and the limitations set forth below, the Board may, by the positive vote of at least three-fourths of its members, adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The Board may not extend the term of a Director beyond that for which the Director was elected.

(ii) Changes to Number of Directors. Once members have been admitted to the corporation, the Board may not, without the approval of the voting members, specify or change any bylaw provision that would:

- a. Fix or change the authorized number of Directors,
- b. Fix or change the minimum or maximum number of Directors, or
- c. Change from a fixed number of Directors to a variable number of Directors or vice versa.

(iii) Members' Approval Required. Without the approval of the voting members, the Board may not adopt, amend, or repeal any bylaws that would:

- a. Increase or extend the terms of Directors;
- b. Allow any Director to hold office by designation or selection rather than by election by the members;
- c. Increase the quorum for members' meetings; or
- d. Repeal, restrict, create, expand, or otherwise change proxy rights.

(b) Amendment by Members. New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members. Any provision of these Bylaws that requires the vote of a larger proportion of the members than

otherwise is required by law may not be altered, amended, or repealed except by the vote of such proportion. No amendment may extend the term of a Director beyond that for which the Director was elected.

ARTICLE 11

EFFECTIVE DATE

Section 11.01. Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Directors shall specify that they are to become effective at a later date.

ARTICLE 12

YOUNG UTILITY LAWYERS COMMITTEE

Section 12.01. Eligibility. Any CCPUC member with less than ten years of experience in public utility regulation is eligible for membership in the Young Utility Lawyers Committee (“YUL”) and, unless the member objects, shall automatically become a member of YUL.

Section 12.02. Specific Purposes. The YUL shall (1) report and make recommendations, as appropriate, to the CCPUC Board on issues and developments related to the interests of young utility lawyers and the general purposes of YUL, (2) organize educational, social, cultural and other activities and programs designed to aid the professional development of YUL members in coordination with the YUL liaison and subject to the direction and guidance of the Board, and (3) establish communications and relations, as appropriate, with other organizations with related interests, subject to the direction and guidance of the Board.