



**CONSUMERS POWER ALLIANCE
ORGANIZATIONAL STATEMENT AND PROCEDURAL BY-LAWS**

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ORGANIZATION

Consumers Power Alliance (“CPA”) is an Unincorporated Non-Profit Association registered with the California Secretary of State pursuant to California Corporations Code Section 21300.

PURPOSE

CPA is a public benefit coalition of concerned citizens and organizations, dedicated to the promotion and support of America's safe, reliable, cost-efficient and secure energy production, supply and delivery systems, and the ongoing education, representation, and protection of California consumers who are customers of public utility energy providers. CPA participates in California Public Utilities Commission regulatory proceedings and other related activities to further these goals.

GOVERNING BODY

A board of directors is responsible for overall management of CPA, including development and implementation of policies, creating advisory or other committees to assist in the conduct of CPA's affairs and appointing members thereof, administering the financial affairs of CPA, developing affiliate requirements and accepting individuals or organizations as members of the coalition, and such other actions as the board deems in the best interests of the Association.

MANAGEMENT AND IMPLEMENTATION OF CPA'S PURPOSE

The Management Committee of CPA consists of the President, First Vice President, Corporate Secretary and Treasurer. The Management Committee shall have authority to act on such matters as the President shall designate. The President may delegate management and other responsibilities to the Management Committee, or other duly established Committee, and shall establish the procedures, such required quorum and votes, to be followed by each Committee to exercise such delegated responsibilities. The President may be a member of any such Committee, which shall include at least two other members.

MEMBERSHIP

Membership in CPA is open to the public, both individuals and organizations, who concur in and support the policies, actions and objectives of CPA. The board of directors is charged with establishing the criteria applicable to membership, including but not limited to dues or other affirmative contributions to the goals of CPA, required participation in CPA activities, and the like. The board of directors may also establish categories of membership and their respective rights and obligations, and has the authority to terminate membership for any reason if such action serves the purposes of CPA.