Attachment: B Application Section: 1-8
Name: Mussey Grade Road Alliance
Address: PO Box 683, Ramona, CA 92065
EIN: 27-1277756

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ATTACHMENT

BYLAWS OF THE MUSSEY GRADE ROAD ALLIANCE A NON-PROFIT UNINCORPORATED ASSOCIATION
October 11, 2006

1. NAME AND OFFICE

1.1 The registered name of the unincorporated association is: Mussey Grade Road Alliance (Secretary of State, Assoc. Reg. No. ____ (pending)), and may be referred to as the "association" within this document.

1.2 Mussey Grade Road Alliance' principal; office is: c/o Diane Conklin, P.O. Box 683, Ramona, California 92065

2. PURPOSES AND ACTIVITIES

2.1 The general purposes of the Mussey Grade Road Alliance ("MGRA") are to preserve and protect the Mussey Grade Road community and environs including, specifically, advocating and protesting on behalf of electric utility customers and citizens of San Diego County with particular emphasis on the Mussey Grade Road area of San Diego County, against new electric transmission lines and the corresponding economic impacts, environmental impacts, impacts on public health, safety and property values and the scenic quality in affected regions.

2.2 To achieve these purposes MGRA may conduct research and investigations, appear in administrative proceedings before local, state or federal agencies; sue in court; testify and appear before legislative bodies; promote educational events; and engage in any other lawful activity and exercise any powers allowed under California law to a nonprofit, unincorporated association to further its purposes.

3. MEMBERS

3.1 MGRA shall have Directors and Members, but the latter shall have no voting rights. Directors who are assigned specific duties or functions may also be designated as Officers as described in Paragraph 5.

3.2 MGRA will recruit Members and Directors, and further its activities and goals without regard for the race, creed, color, religion, gender or sexual orientation of any person. There shall be no membership dues.

4. DIRECTORS

4.1 The affairs of the association shall be managed by or under the direction of the Board of Directors, which shall have not less than three (3) and not more than

seven (7), members whose number and eligibility shall be determined by a majority of the directors in office at any given time. There are no dues by directors.

4.2 All actions of the association which require approval or must be taken by the Directors, shall be by a majority vote of the Directors in office at any given time.

4.3 The Board of Directors may appoint certain Directors to serve on an executive committee which, if established, shall have the authority to direct the day to day activities of the association and take such other actions on behalf of the association as approval by the Board of Directors. The Board of Directors may form other committees, each having members and a scope of authority as approved by the Board of Directors, and my take any other action that is consistent with the authority delegated to such committee.

4.4 The term of each Director shall be three years and may be extended by action of the Board of Directors for two successive terms.

4.5 The Board of Directors may add, elect, replace, remove, or take any other action regarding a Director. If a Director resigns, the Board of Directors shall have the sole authority to fill the vacancy created by such resignation.

4.6 Directors shall act as the officers of the association to the extent required by California law or these Bylaws, or as determined useful to further the purpose of the association.

4.7 The board of Directors shall determine the time and place of all meetings and the manner of voting when required by these Bylaws or as otherwise determined by them.

4.8 The Board of Directors must approve initiation of any action before a court or administrative agency and any other action they determine.

4.9 Any action which under California law requires action or approval by members of the association may be taken by the Board of Directors.

4.10 Directors shall serve without compensation by the association and without reimbursement for expenses personally incurred, except as allowed by section 4.11.

4.11 The association may seek and receive or authorize others to seek and receive voluntary contributions or compensation and reimbursement from any outside source on behalf of the Directors or the association's agents, employees or others acting at its direction for activities and costs to further the association's purposes.

4.12 Directors shall not be personally liable for the debts, liabilities, or any other obligations of the association.

4.13 Directors may take any other action, not inconsistent with these Bylaws and the laws of California, to further the purposes of the association.

5. OFFICERS

5.1 MGRA shall have as officers a spokesperson, a secretary and a treasurer, and any other such officers as may be added by the Board of Directors.

5.2 The Board of Directors may add, elect, replace, remove, or take any other action regarding any officer, including defining the responsibilities of such an officer.

5.3 The treasurer shall be authorized to administer all financial accounts, including receipt of voluntary contributions and other monies, to deposit all monies in bank account(s) approved by the Board of Directors, to sign disbursement checks, and to disburse necessary funds as directed.

6. RECORDS

6.1 All records of the association shall be created, retained, or destroyed in a manner determined by the Board of Directors, provided that the following records shall not be destroyed: articles of association, Bylaws, financial records as set out in Section 6.4, and such other records a the Board of Directors may determine from time to time.

6.2 Any director may inspect any record of the association.

6.3 No records of the association may be disclosed to anyone else except by an action of the Board of Directors or as required by law.

6.4 The association shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the association, including accounts of its assets, liability, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times, but shall not be open for public inspection or disclosed to any other persons except as required by law.

7. MISCELLANEOUS

7.1 These Bylaws reflect the actual practices of the association since its formation and are a ratification of them.

7.2 These Bylaws shall be interpreted and applied to ensure flexibility and avoid formality and undue cost in furthering the purposes of the association.

7.3 The Board of Directors may adopt, amend or repeal these Bylaws from time to time in its discretion, including, without limitation, for the purpose of enabling the association to convert to a non-profit corporation.

DECLARATION OF SECRETARY

I, Joseph Mitchell, declare under penalty of perjury under the laws of California that I am one of the directors and the duly elected and acting Secretary of the Mussey Grade Road Alliance, a non-profit, unincorporated association, and that the above BYLAWS OF THE MUSSEY GRADE ROAD ALLIANCE, dated October 11, 2006, consisting of these three (3) pages, are the bylaws of the association, as adopted by a vote of the majority of directors on October 11, 2006 and they have not been amended or modified since that date.

Executed on October 12, 2006 at San Diego, California

J M W. Mitchell

Director/Secretary