



Decision _____

FILED

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

02/20/26

04:48 PM

Application of Pacific Gas and Electric Company for Authority to Establish Its Authorized Cost of Capital for Utility Operations for 2026.	A.25-03-010 (March 20, 2025) A2503010
And related proceedings.	A.25-03-011 (March 20, 2025) A.25-03-012 (March 20, 2025) A.25-03-013 (March 20, 2025)

**INTERVENOR COMPENSATION CLAIM OF SIERRA CLUB
AND DECISION ON INTERVENOR COMPENSATION CLAIM OF SIERRA CLUB**

NOTE: After electronically filing a PDF copy of this Intervenor Compensation Claim (Request), please email the document in an MS WORD and supporting EXCEL spreadsheet to the Intervenor Compensation Program Coordinator at compcoordinator@cpuc.ca.gov.

Intervenor: Sierra Club	For contribution to Decision (D.) 25-12-043	
Claimed: \$215,322.70	Awarded: \$	
Assigned Commissioner: President Alice Reynolds	Assigned ALJ: Jonathan Lakey	
I hereby certify that the information I have set forth in Parts I, II, and III of this Claim is true to my best knowledge, information and belief. I further certify that, in conformance with the Rules of Practice and Procedure, this Claim has been served this day upon all required persons (as set forth in the Certificate of Service attached as Attachment 1).		
Signature:		/s/ Katherine Ramsey
Date: 2/20/2026	Printed Name:	Katherine Ramsey

PART I: PROCEDURAL ISSUES
(to be completed by Intervenor except where indicated)

A. Brief description of Decision:	Decision 25-12-043 addresses test year 2026 cost of capital for Pacific Gas and Electric Company (“PG&E”), Southern California Gas Company (“SoCalGas”), Southern California Edison Company (“SCE”), and San Diego Gas & Electric Company (“SDGE”). The decision lays out each applicant’s
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	cost of capital for their 2026 test year, including their long-term debt, preferred equity, common equity, and return on rate base. The decision also directs applicants to implement revenue requirement changes authorized in the decision, authorizes PG&E to establish a temporary Yield Spread Adjustment (“YSA”), directs PG&E to submit a Tier 2 advice letter to the Commission’s Energy Division calculating interest cost savings, and declines to authorize SCE’s accrued carrying cost proposal.
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B. Intervenor must satisfy intervenor compensation requirements set forth in Pub. Util. Code §§ 1801-1812¹:

	Intervenor	CPUC Verification
Timely filing of notice of intent to claim compensation (NOI) (§ 1804(a)):		
1. Date of Prehearing Conference:	6/25/2025	
2. Other specified date for NOI:	7/25/2025	
3. Date NOI filed:	7/25/2025	
4. Was the NOI timely filed?		
Showing of eligible customer status (§ 1802(b)) or eligible local government entity status (§§ 1802(d), 1802.4):		
5. Based on ALJ ruling issued in proceeding number:	A.21-12-009	
6. Date of ALJ ruling:	5/18/2022	
7. Based on another CPUC determination (specify):	See D.25-07-032 (relying on a 2022 finding of significant financial hardship and eligible customer status for Sierra Club).	
8. Has the Intervenor demonstrated customer status or eligible government entity status?		
Showing of “significant financial hardship” (§1802(h) or §1803.1(b)):		
9. Based on ALJ ruling issued in proceeding number:	A.21-12-009	
10. Date of ALJ ruling:	5/18/2022	

¹ All statutory references are to California Public Utilities Code unless indicated otherwise.

	Intervenor	CPUC Verification
11. Based on another CPUC determination (specify):	<i>See D.25-07-032 supra.</i>	
12. Has the Intervenor demonstrated significant financial hardship?		
Timely request for compensation (§ 1804(c)):		
13. Identify Final Decision:	D.25-12-043	
14. Date of issuance of Final Order or Decision:	12/22/2025	
15. File date of compensation request:	2/20/2026	
16. Was the request for compensation timely?		

C. Additional Comments on Part I: (use line reference # as appropriate)

#	Intervenor’s Comment(s)	CPUC Discussion
1	<p>Sierra Club is a national nonprofit organization of approximately 615,000 members nationwide dedicated to exploring, enjoying, and protecting the wild places of the earth; to practicing and promoting the responsible use of the earth’s ecosystems and resources; to educating and enlisting humanity to protect and restore the quality of the natural and human environment; and to using all lawful means to carry out these objectives. (Sierra Club Bylaw 2.2, Attach. 3).</p> <p>Sierra Club’s interest in this proceeding is solely to represent the interests of its members, including over 131,000 Californians, to mitigate climate impacts by reducing greenhouse gas (“GHG”) emissions through decreased dependence on fossil fuels and increased deployment of renewable energy sources to meet projected California demand. Its interests are not related to any business interest. Sierra Club also maintains strict internal conflict of interest requirements to ensure the organization’s unilateral focus on its mission (Sierra Club Bylaw 2.2.5, Attach. 3).</p> <p>The economic interests of individual Sierra Club members are small in comparison to the costs of effective participation in this and other</p>	

#	Intervenor’s Comment(s)	CPUC Discussion
	<p>proceedings. Sierra Club receives funding for environmental advocacy from many sources, including philanthropic donations and grants, member dues and contributions, and other sources.</p>	
	<p>In a recent decision awarding Sierra Club intervenor compensation in Rulemaking 22-07-005, the Commission awarded Sierra Club compensation based on a May 18, 2022 ruling in Application 21-12-009 that found Sierra Club faces significant financial hardship and holds eligible customer status.</p> <p>Sierra Club also has pending requests for a finding of customer status and significant financial hardships in each of its active proceedings . <i>See, e.g.</i>, R.23-05-018 Sierra Club Notice of Intent to Claim Intervenor Compensation and Request for ALJ’s Ruling on Sierra Club’s Showing of Significant Financial Hardship (Aug. 24, 2023). <i>See also</i> R.23-12-008 Sierra Club Supplement to the Notice of Intent to Claim Intervenor Compensation (July 7, 2025).</p>	

PART II: SUBSTANTIAL CONTRIBUTION
(to be completed by Intervenor except where indicated)

Revised March 2023

A. Did the Intervenor substantially contribute to the final decision (see § 1802(j), § 1803(a), 1803.1(a) and D.98-04-059): (For each contribution, support with specific reference to the record.)

Intervenor's Claimed Contribution(s)	Specific References to Intervenor's Claimed Contribution(s)	CPUC Discussion
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<p>1. Cost of Equity Sierra Club and Protect Our Communities Foundation (“PCF”) argued that the Rate of Return (“ROR”) should equal the market-based cost of equity (“COE”) and set at the lowest amount necessary (no more and no less) to maintain the utilities’ financial integrity and attract capital, noting that returns above the market rate constitute unjust enrichment. <i>SC/PCF-01 at 8–14; SC Opening Brief at 6–7.</i></p> <p>SC/PCF testimony and briefing detailed how utilities can manipulate models and data to result in higher COE estimates, including adjustment of utility betas. <i>SC/PCF-01 at 66-74</i> (discussing how beta adjustments lead to inflated COE estimates); <i>SC/PCF Opening Comments at 5.</i></p> <p>SC/PCF testimony and briefing detailed problems with the constant growth Discounted Cash Flow (“DCF”) model and explained how the multi-stage DCF model could produce reliable COE estimates when used with realistic assumptions. <i>SC/PCF-01 at 50-55 (detailing how DCF models and reliable inputs); SC Opening Brief at 28–30; SC/PCF Reply Brief at 18–21.</i></p> <p>Among the parties, SC/PCF advocated for the lowest utility ROEs based on careful and</p>	<p>“The return should also be commensurate with returns available on alternative investments of comparable risks. However, in applying these parameters, we must not lose sight of our duty to utility ratepayers to protect them from unreasonable risks, including risks of imprudent management. Accordingly, the ROE established by the Commission offers an opportunity for utilities to earn a certain ROE, not a guarantee.” D.25-12-043 at 23.</p> <p>“However, the ECAPM tends to produce higher overall cost of capital estimates because adjusting betas for electric utilities, which tend to have low betas, upward, guarantees a higher ROE.” <i>Id.</i> at 27 (referencing SC/PCF-01 at 80).</p> <p>“The DCF model produces the most consistent results among the parties.” <i>Id.</i> at 32.</p> <p>“Wild Tree and Sierra Club/PCF argue that utilities’ and other intervenors’ use of constant growth DCF models with high growth rates result in economically and mathematically infeasible results. Both Sierra Club and PCF assert that the results of the utilities constant growth DCF models are unrealistic because it is impossible for a stock or an industry to grow faster than GDP into perpetuity.” <i>Id.</i> at 32.</p> <p>The Commission authorized costs of common equity for the utilities between 9.78% and 10.03%. <i>Id.</i> at 2.</p>	
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<p>thorough modeling with the most realistic assumptions, recommending ROEs between 6.11% and 6.22% for each utility.</p>	<p>The Commission repeated references that these ROEs are “the lowest amount that is reasonably sufficient to assure confidence in the financial soundness of the utility and to improve and maintain investment grade credit ratings and so balances the interests between shareholders and ratepayers.” <i>Id.</i> at 50, 51, 52, 53.</p>	
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<p>2. Rate of Return SC/PCF argued that a lower ROE and slightly adjusted equity ratio could maintain each utility’s investment-grade ratings while dramatically reducing ratepayer costs. <i>SC/PCF Opening Comments on PD</i> at 3-4, 11.</p> <p>SC/PCF detailed how utilities overstated credit downgrade risks. <i>SC/PCF-01</i> at 5, 29-30 (describing utility threats that credit downgrades will harm ratepayers). The Commission ultimately treated the utilities’ claimed unique risk arguments as already reflected in model results.</p> <p>Sierra Club and PCF advocated for the lowest authorized rates of return for the utilities, ranging from 5.42% to 5.64%. <i>SC/PCF-01</i> at 85-99; <i>SC/PCF-08</i> at 2-4; <i>SC Opening Brief</i> at iv; <i>SC/PCF Opening Comments on PD</i> at 3-4.</p> <p>The Commission considered Sierra Club’s advocacy, as evidently by the Decision as well as comments from the dais. Commissioner Houck</p>	<p>The Commission echoed this language, justifying its authorized rates of return as “the lowest amount that is reasonably sufficient to assure confidence in the financial soundness of the utility and to improve and maintain investment grade credit ratings and so balances the interests between shareholders and ratepayers.” D.25-12-043 at 50, 51, 52 and 53.</p> <p>The Commission did not accept that wildfire, macroeconomic, or clean energy transition risks justified the requested utility rates and reduced all requested ROEs. <i>Id.</i> at 28-45.</p> <p>“Based on the above financial, business, and regulatory risks discussion, we conclude that the ROE ranges adopted in this proceeding from the various financial models adequately compensate the utilities for these risks.” <i>Id.</i> at 45.</p> <p><i>Id.</i> at 67 (Finding 38: “There were generally no new regulatory risks presented for the Test Year 2026 Cost of Capital cycle that were not previously addressed by the Commission in prior Cost of Capital cycles.”)</p> <p>The Commission authorized far lower rates of return than originally requested by the utilities, resulting in authorized RORs between 7.41% and 7.61%. <i>Id.</i> at 2.</p> <p>“In the last three years, the average residential electric rate has increased 38% for PG&E, 41% for SCE and 9% for San Diego Gas and Electric, even though the San Diego Gas and Electric</p>	
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<p>provided detailed commentary about the relationship between the rates of return and rate base growth.</p>	<p>average per kilowatt rate remains the highest among the investor-owned utilities in California. Every economic indicator tells us that we're living in a time of extreme precarity for working Californians... [D]ue to the increase in rate base authorized for the four utilities here, the returns authorized by the decision represent an \$840 million increase in total authorized return from 2025 which will increase in future years. California, investor owned utilities are projected to grow rate based nearly 10% at nearly a 10% compound annual growth rate, with the current rates of return and rate base, the investor owned utilities will earn a combined total return of \$12.2 billion this year.” Commissioner Houck, Video of December 18, 2026 Commission Meeting, Item 34, Public Agenda 3574, starting at 2:42, <i>available at</i> https://www.adminmonitor.com/ca/cpuc/voting_meeting/20251218/.</p>	
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<p>3. Capital Structure SC and PCF argued that ROE and capital structure must be jointly optimized. SC/PCF recommended 0% preferred equity and specific equity ratios for each utility. SC/PCF recommended equity ratios based on a methodology that aimed to ensure investment-grade credit ratings for each utility while minimizing overall ratepayer costs. (PG&E 50.4%, SCE 54.7%, SoCalGas 52.9%, SDG&E 52.6%) and 0% preferred equity. <i>SC/PCF-01 at 7, 92-99; SC/PCF Reply Brief at iv-v.</i></p>	<p>The Commission retained preferred equity components and largely kept existing common-equity layers at 52% for all utilities. D.25-12-043 at 2 (summary table describes all capital structures).</p> <p>“Sierra Club and PCF recommend optimizing capital structures with authorized ROE amounts to achieve target cashflow-to-debt ratios. Sierra Club and PCF explain that net income is a key component of cash flow, and that net income is the product of rate base, equity ratio, and ROE.” <i>Id.</i> at 8-9.</p> <p>“We determine that maintaining the existing common equity authorization of 52.00% is reasonably sufficient for PG&E to maintain a reasonable credit rating and attract capital while ensuring adequate consideration of ratepayer protections. PG&E’s request to reduce its preferred equity and proportionally increase its long-term debt is denied.” <i>Id.</i> at 8-9.</p> <p><i>Id.</i> at 7, 63-64 (Findings 3, 4, 7, 11, 12), 69 (Conclusions 4-6) (denying PG&E’s and SDG&E’s requested capital structures).</p> <p><i>Id.</i> at 67, 69 (Findings 39-41 and 43, and Conclusion 11 recognizing the significance of investment grade credit ratings).</p>	
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B. Duplication of Effort (§ 1801.3(f) and § 1802.5):

	Intervenor’s Assertion	CPUC Discussion
a. Was the Public Advocate’s Office of the Public Utilities Commission (Cal Advocates) a party to the proceeding?²	Yes	
b. Were there other parties to the proceeding with positions similar to yours?	Yes	
c. If so, provide name of other parties: Multiple parties shared Sierra Club’s interest in pursuing lower rates of returns for the utilities (including TURN, Wild Tree Foundation, and EDF), but Sierra Club’s interests were most closely aligned with PCF.		
d. Intervenor’s claim of non-duplication: Because Sierra Club and PCF interests aligned, the two parties coordinated closely in this proceeding, filing joint testimony, joint reply briefs, and joint PD comments. Sierra Club and PCF divided utility-specific issues and drafting and cross-examination responsibilities. For utility-specific issues, Sierra Club addressed PG&E and SCE issues, while PCF addressed Sempra issues.		

C. Additional Comments on Part II: (use line reference # or letter as appropriate)

#	Intervenor’s Comment	CPUC Discussion

PART III: REASONABLENESS OF REQUESTED COMPENSATION
(to be completed by Intervenor except where indicated)

A. General Claim of Reasonableness (§ 1801 and § 1806):

	CPUC Discussion
a. Intervenor’s claim of cost reasonableness:	

² The Office of Ratepayer Advocates was renamed the Public Advocate’s Office of the Public Utilities Commission pursuant to Senate Bill No. 854, which the Governor approved on June 27, 2018.

	CPUC Discussion
<p>Sierra Club ensured the reasonableness of costs by coordinating early in and throughout the proceeding with PCF with the aim of conserving financial resources. This coordination included shared costs for an expert witness, developing joint testimony, and dividing drafting and filing duties. While many topic areas applied equally to all utilities (such as providing evidence on how various modeling practices alter cost estimates), Sierra Club and PCF agreed that Sierra Club would focus on issues specific to Pacific Gas & Electric and Southern California Edison while PCF would address Sempra-specific issues. Sierra Club and PCF agreed to evenly split Mr. Ellis’ early research for this proceeding, originally done on behalf of PCF.</p> <p>Sierra Club does not claim hours for work associated with discussing the issue internally with Sierra Club staff or members related to the proceeding and its decision.</p> <p>Sierra Club and PCF estimate that ratepayers will yield \$1.66 billion in savings annually from the Commission’s decision to reduce the authorized utility rates of return from the utility application amounts to the final decision amounts. The cost of Sierra Club’s participation in this proceeding pales in comparison to the achieved savings for ratepayers.</p>	
<p>b. Reasonableness of hours claimed:</p> <p>Sierra Club strategically participated in this proceeding by limiting its participation in this proceeding to legal and financial modeling issues and focusing testimony on demonstrating to the Commission (1) how utilities manipulate cost of capital models, and (2) how the Commission can correct these modeling manipulations to arrive at a rate of return and capital structure that appropriately balances investor and ratepayer interests. Sierra Club aimed to keep hours reasonable by coordinating closely with PCF.</p>	
<p>c. Allocation of hours by issue:</p> <ol style="list-style-type: none"> 1. Cost of Equity – 35.8% 2. Rate of Return – 13.1% 3. Capital Structure – 19% 4. General – 32.1% 	

B. Specific Claim:*

CLAIMED						CPUC AWARD		
ATTORNEY, EXPERT, AND ADVOCATE FEES								
Item	Year	Hours	Rate \$	Basis for Rate*	Total \$	Hours	Rate \$	Total \$
Katie Ramsey	2025	120	\$600	Resolution ALJ-393 Hourly Rate Chart; D.25-05-019 [See Comment 1]	\$72,000.00			
Mark Ellis	2025	110.1	\$1,165	D.25-03-030, adjusted for inflation [See Comment 2]	\$128,266.50			
Subtotal: \$200,266.50						Subtotal: \$		
OTHER FEES								
Describe here what OTHER HOURLY FEES you are Claiming (paralegal, travel **, etc.):								
Item	Year	Hours	Rate \$	Basis for Rate*	Total \$	Hours	Rate \$	Total \$
Thomas Phillips	2025	50.5	\$159.88	Resolution ALJ-393, Hourly Rate Chart [See Comment 3]	\$8,073.94			
Subtotal: \$8,073.94						Subtotal: \$		
INTERVENOR COMPENSATION CLAIM PREPARATION **								
Item	Year	Hours	Rate \$	Basis for Rate*	Total \$	Hours	Rate \$	Total \$
Katie Ramsey	2025	12.5	\$300	Half of requested 2025 rate, based on Resolution ALJ-393 Hourly Rate Chart; D.25-05-019	\$3,750.00			

CLAIMED						CPUC AWARD		
Thomas Phillips	2025	4	\$100	Half of requested 2025 rate	\$319.76			
Subtotal: \$4,069.76						Subtotal: \$		
COSTS								
#	Item	Detail			Amount	Amount		
1.								
2.								
Subtotal: \$0						Subtotal: \$		
TOTAL REQUEST: \$212,410.20						TOTAL AWARD: \$		
<p>*We remind all intervenors that Commission staff may audit the records and books of the intervenors to the extent necessary to verify the basis for the award (§1804(d)). Intervenors must make and retain adequate accounting and other documentation to support all claims for intervenor compensation. Intervenors' records should identify specific issues for which it seeks compensation, the actual time spent by each employee or consultant, the applicable hourly rates, fees paid to consultants and any other costs for which compensation was claimed. The records pertaining to an award of compensation shall be retained for at least three years from the date of the final decision making the award.</p> <p>**Travel and Reasonable Claim preparation time are typically compensated at ½ of preparer's normal hourly rate</p>								
ATTORNEY INFORMATION								
Attorney		Date Admitted to CA BAR ³	Member Number		Actions Affecting Eligibility (Yes/No?) If "Yes", attach explanation			
Katherine Ramsey		2/11/2015	302532					

**C. Attachments Documenting Specific Claim and Comments on Part III:
*(Intervenor completes; attachments not attached to final Decision)***

Attachment or Comment #	Description/Comment
Att. 1	Certificate of Service
Att. 2	Timesheets
Att. 3	Sierra Club Bylaws
Att. 4	Expert Witness Task Order, Invoices, and Time Allocation

³ This information may be obtained through the State Bar of California's website at <http://members.calbar.ca.gov/fal/MemberSearch/QuickSearch>.

Attachment or Comment #	Description/Comment
Att. 5	Resumes
Comment 1	<p>Sierra Club requests a 2025 hourly rate of \$600 for Ms. Ramsey, based on the same inputs to the Hourly Rate Chart used for her previous rates: the attorney role at Level IV with 10-15 years of experience. A \$600 hourly rate is between the Median and High rate provided by the rate chart. This is justified based on Ms. Ramsey’s nearly 15 years of experience in environmental and energy law. Ms. Ramsey is barred in New York and California and has practiced before the Commission for over 8 years. Ms. Ramsey has represented Sierra Club in dozens of utility proceedings and has been awarded Intervenor Compensation in multiple decisions, including D.25-05-019, D.25-03-025, D.24-03-038, D.24-01-051, D.22-10-032, and D.22-10-033.</p> <p>The Commission awarded Ms. Ramsey a 2024 hourly rate of \$525 in D.25-05-019. Applying a 3.46% escalation factor to her approved 2024 rate, rounded to the nearest \$5 increment results in an hourly rate of \$545 ($\\$525 \times 1.0346 = \\$543.165$, rounded to \$545). This would represent a 2025 hourly rate <i>below</i> the Median level provided in the Hourly Rate Chart. Her resume is included in Attachment 5.</p>
Comment 2	<p>Sierra Club requests a 2025 hourly rate of \$1,165 for Mark Ellis. Mr. Ellis is an independent expert consultant in the fields of economic and financial strategy and modeling, with a major focus on the utility industry. Since 1994, Mr. Ellis has worked in positions in which he provided complex economic, strategic and financial analysis and advice, first at the MIT Energy Lab, then at Exxon Mobil, McKinsey & Company, and Sempra Energy, and on behalf of his consulting clients. Mr. Ellis has over 25 years of experience providing complex economic, strategic and financial analysis and advice to Sempra Energy and other large corporations, as well as governments and other consulting clients.</p> <p>The Commission awarded Mr. Ellis a 2022 hourly rate of \$1,035 for contributions to TURN's intervention in A.21-06-021 in D.24-07-031. Applying the CPUC approved escalation of 4.46% for 2023, 4.07% for 2024, and 3.46% for 2025 to Mr. Ellis’ 2022 hourly rate results in a 2025 hourly rate of 2025, rounding to the nearest \$5. His contractual rate with Sierra Club (<i>See Attachment 4, Task Order.</i>)</p> <p>Mr. Ellis worked with Sierra Club on a partial contingency basis with the remainder of Mr. Ellis’ hourly billing rate deferred pending the receipt of Sierra Club’s intervenor compensation from the CPUC. (<i>See Attachment 4, Task Order.</i>) His invoices to the Sierra Club are attached to this claim. (<i>See Attachment 4, Invoices</i>) He provided joint testimony for Sierra Club and PCF, with detailed time entries and hours</p>

Attachment or Comment #	Description/Comment
	allocated evenly where subject matter applied to all utilities and separate time allocation to Sierra Club for PG&E and SCE work. (See Attachment 4, Time Allocation.) Mr. Ellis’ resume is included in Attachment 5 to this claim.
Comment 3	<p>Sierra Club requests a 2025 hourly rate of \$159.88 for Thomas Phillips. Mr. Phillips joined Siena Club as a legal assistant in February 2025. He graduated from University of California-Davis with a B.S. in Ecology, Evolution, and Biodiversity in March 2023. Mr. Phillips’ resume is included in Attachment 5.</p> <p>Based on the Hourly Rate Chart adopted in Resolution ALJ-393 and Mr. Phillips’ 0-1 year of experience, Sierra Club requests an hourly rate of \$159.88 in 2025 (the High rate for a Level I paralegal).</p>

D. CPUC Comments, Disallowances, and Adjustments *(CPUC completes)*

Item	Reason

PART IV: OPPOSITIONS AND COMMENTS
Within 30 days after service of this Claim, Commission Staff
or any other party may file a response to the Claim (see § 1804(c))

A. Opposition: Did any party oppose the Claim?	
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If so:

Party	Reason for Opposition	CPUC Discussion

B. Comment Period: Was the 30-day comment period waived (see Rule 14.6(c)(6))?	
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If not:

Party	Comment	CPUC Discussion

(Green items to be completed by Intervenor)

FINDINGS OF FACT

1. **Sierra Club** [has/has not] made a substantial contribution to D.25-12-043.
2. The requested hourly rates for **Sierra Club**'s representatives [, as adjusted herein,] are comparable to market rates paid to experts and advocates having comparable training and experience and offering similar services.
3. The claimed costs and expenses [, as adjusted herein,] are reasonable and commensurate with the work performed.
4. The total of reasonable compensation is \$_____.

CONCLUSION OF LAW

1. The Claim, with any adjustment set forth above, [satisfies/fails to satisfy] all requirements of Pub. Util. Code §§ 1801-1812.

ORDER

1. **Sierra Club** is awarded \$_____.
2. Within 30 days of the effective date of this decision, _____ shall pay **Sierra Club** the total award. [for multiple utilities: "Within 30 days of the effective date of this decision, ^, ^, and ^ shall pay **Sierra Club** their respective shares of the award, based on their California-jurisdictional [industry type, for example, electric] revenues for the ^ calendar year, to reflect the year in which the proceeding was primarily litigated. If such data are unavailable, the most recent [industry type, for example, electric] revenue data shall be used."] Payment of the award shall include compound interest at the rate earned on prime, three-month non-financial commercial paper as reported in Federal Reserve Statistical Release H.15, beginning [date], the 75th day after the filing of **Sierra Club**'s request, and continuing until full payment is made.
3. The comment period for today's decision [is/is not] waived.

This decision is effective today.

Dated _____, at San Francisco, California.

APPENDIX

Compensation Decision Summary Information

Compensation Decision:		Modifies Decision?	
Contribution Decision(s):	D.25-12-043		
Proceeding(s):	A.25-03-010, A.25-03-011, A.25-03-012, A.25-03-013		
Author:			
Payer(s):			

Intervenor Information

Intervenor	Date Claim Filed	Amount Requested	Amount Awarded	Multiplier?	Reason Change/Disallowance
Sierra Club	2/20/2026			N/A	

Hourly Fee Information

First Name	Last Name	Attorney, Expert, or Advocate	Hourly Fee Requested	Year Hourly Fee Requested	Hourly Fee Adopted
Katherine	Ramsey	Attorney	\$600	2025	
Mark	Ellis	Expert	\$1,165	2025	
Thomas	Phillips	Paralegal	\$159.88	2025	

(END OF APPENDIX)

Attachment 1

Certificate of Service

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Application of Pacific Gas and Electric Company for Authority to Establish Its Authorized Cost of Capital for Utility Operations for 2026.	A.25-03-010 (March 20, 2025)
And related proceedings.	A.25-03-011 (March 20, 2025) A.25-03-012 (March 20, 2025) A.25-03-013 (March 20, 2025)

CERTIFICATE OF SERVICE

I, Thomas Phillips, hereby certify that I have this day served a copy of the **INTERVENOR COMPENSATION CLAIM OF SIERRA CLUB AND DECISION ON INTERVENOR COMPENSATION CLAIM OF SIERRA CLUB** via electronic mail on all known parties on the most recent official service list for A.25-03-010, A.25-03-011, A.25-03-012, and A.25-03-013.

Executed on February 20, 2026 at Oakland, California.

/s/ Thomas Phillips
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California
Public Utilities
Commission



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CALIFORNIA PUBLIC UTILITIES COMMISSION Service Lists

**PROCEEDING: A2503010 - APPLICATION OF PACIF
FILER: PACIFIC GAS AND ELECTRIC COMPANY
LIST NAME: LIST
LAST CHANGED: JANUARY 6, 2026**

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Information Only

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Attachment 2

Timesheets

Sierra Club Intervenor Compensation Request

Name:	Katie Ramsey		
Proceeding:	A.25-03-010 etc.		
Decision:	D.25-12-043		

2025

Date	Work Description	Total Time	Issue 1: Cost of Equity	Issue 2: Rate of Return	Issue 3: Capital Structures	Issue 4: General
05/05/2025	Reviewing utility applications, protests	1.5				1.5
05/07/2025	Reviewing utility applications, protests; legal research	2.0				2
05/09/2025	Reviewing protests; legal research; expert research	2.5				2.5
05/20/2025	Drafting, finalizing motion for party status	1.5				1.5
06/09/2025	Reviewing applications, legal research	1.5				1.5
06/13/2025	Legal research; expert search	1.5				1.5
06/17/2025	Call with PCF; cost of equity research	2.0	1.5			0.5
06/23/2025	Prep for prehearing conferencce	2.5				2.5
06/25/2025	Prehearing Conference & prep	2.0				2
07/24/2025	Draft testimony review; call with PCF and Mark	1.0				1
07/24/2025	Drafting NOI	2.0	0.5			1.5
07/25/2025	Testimony review; credit report research; call with Mark	2.5	1		1.5	
07/25/2025	Final edits to NOI	0.5				0.5
07/28/2025	Testimony review, editing	4.5	2.5	1	1	
07/29/2025	Testimony review; call with Mark	4.5	1.5	1.5	1.5	
07/30/2025	Testimony review, final edits; call with PCF and Mark	4.5	1.5	0.5	0.5	2
08/07/2025	Drafting responding to data requests	2.0	1		1	
08/21/2025	Meet & Confer and prep	2.5				2.5
08/22/2025	Call w/ TURN	0.5				0.5
08/25/2025	Outlining, draftgng Opening Brief	2.5	1		0.5	1
08/28/2025	Prep for evidentiary hearings	2.5	1.5	0.5	0.5	
08/29/2025	PGE data request	1.0				1
09/02/2025	Prep for evidentiary hearings	2.0	1	1		

09/03/2025	Prep for evidentiary hearings	1.5			1.5	
09/04/2025	Evidentiary hearings (prep & actual)	7.5	4.5		3	
09/05/2025	Drafting Opening Brief	1.5	1	0.2	0.3	
09/06/2025	Drafting Opening Brief	3.0	1	1		1
09/08/2025	Drafting Opening Brief	2.0	1		0.5	0.5
09/09/2025	Drafting Opening Brief	3.0	3			0
09/10/2025	Drafting Opening Brief	2.5	1.5		1	
09/11/2025	Drafting Opening Brief	4.5	2	1	1.5	
09/12/2025	Final edits/drafting on Opening Brief	5.5	3	1	1.5	
09/15/2025	Final opening brief edits	1.5	0.5	0.5	0.5	
09/29/2025	Reading opening briefs; outlining reply brief	2.0	1			1
09/30/2025	Drafting, editing reply brief	3.5	1	1	1	0.5
10/01/2025	Drafting, editing reply brief	4.5	1	2		1.5
10/02/2025	Drafting, editing reply brief	3.0	2		0.5	0.5
10/03/2025	Editing, finalizing reply brief	3.5	1.5	0.5	1.5	
10/07/2025	Energy Division meeting & prep	1.5				1.5
11/15/2025	Reading PD; outlining comments	2.0	1	0.5	0.5	
12/2/2025	Drafting opening comments on PD	4.0	2	1	1	0
12/03/2025	Drafting, editing opening comments on PD	3.0				3
12/03/2025	Drafting opening comments on PD	2.0				2
12/04/2025	Final editing opening comments on PD. Reading party opening comments on PD	4.0	1	1	1	1
12/08/2025	Drafting, editing reply comments on PD	2.5	1	0.5	0.5	0.5
12/09/2025	Drafting, editing reply comments on PD	2.5		1	1	0.5

35.83% 13.08% 19.00% 32.08%

TOTAL 2025 Hours By Issue	120.0	43	15.7	22.8	38.5
2025 Requested Rate = \$600	\$ 72,000	\$ 23,435	\$ 8,557	\$ 12,426	\$ 20,983

Adding Mark's Costs (\$128266.5) \$ 200,266.50

Adding Tom's Costs \$ 208,340.44

Icomp Hours					
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2/17/2026	Icomp claim prep	2
2/18/2026	Icomp claim prep	2
2/19/2026	Icomp claim prep; call with PCF	4.5
2/20/2026	Icomp claim prep	4

Total Icomp Hours 12.5

2025 Requested Rate for Icomp prep = \$300 \$ 3,750.00

Plus Thomas Phillip's Icomp Prep 319.8

Total Icomp Cost \$ 4,069.76

TOTAL CLAIM \$ 212,410.20

Sierra Club Intervenor Compensation Request

Name:	Mark Ellis
Proceeding:	A.25-03-010 etc.
Decision:	D.25-12-043

2025

Date	Work Description	Total Ellis Hours	Allocation	SC Hours
04/17/2025	Protest review and testimony citations	3.8	Joint	1.9
04/18/2025	Protest review and testimony citations	0.2	Joint	0.1
04/19/2025	MD call	1.4	Joint	0.7
04/20/2025	Protest review and testimony citations	5.9	Joint	2.95
04/21/2025	Protest review and testimony citations	3.7	Joint	1.85
04/24/2025	Protest review and testimony citations	1.6	Joint	0.8
07/17/2025	SDG&E COC analysis	5.9	Joint	2.95
07/18/2025	SDG&E COC analysis	2.2	Joint	1.1
07/18/2025	SDG&E COC analysis	2.3	Joint	1.15
07/19/2025	SCG COC analysis	1.8	Joint	0.9
07/19/2025	SDG&E COC analysis	1.9	Joint	0.95
07/20/2025	Draft testimony	1.1	Joint	0.55
07/20/2025	SCG COC analysis	0.5	Joint	0.25
07/20/2025	Draft testimony	1.0	Joint	0.5
07/20/2025	PG&E COC analysis	0.4	Joint	0.2
07/20/2025	SCG COC analysis	4.4	Joint	2.2
07/21/2025	Draft testimony	11.0	Joint	5.5
07/22/2025	Draft testimony	0.9	Joint	0.45
07/22/2025	SCG COC analysis	0.9	Joint	0.45
07/22/2025	Draft testimony	3.6	Joint	1.8
07/23/2025	PG&E COC analysis	0.3	Joint	0.15
07/23/2025	Draft testimony	3.9	Joint	1.95

07/23/2025	SCG COC analysis		0.2	Joint	0.1
07/24/2025	PG&E COC analysis		0.4	Joint	0.2
07/24/2025	SCE COC analysis		1.3	Joint	0.65
07/24/2025	Draft testimony		0.2	Joint	0.1
07/24/2025	SCE COC analysis		0.3	Joint	0.15
07/24/2025	Draft testimony		2.5	Joint	1.25
07/24/2025	MD KR call		1.3	Joint	0.65
07/24/2025	Draft testimony		0.4	Joint	0.2
07/25/2025	SCE COC analysis		0.9	Joint	0.45
07/25/2025	PG&E COC analysis		1.6	Joint	0.8
07/25/2025	SCE COC analysis		1.2	Joint	0.6
07/25/2025	PG&E COC analysis		2.4	Joint	1.2
07/25/2025	SCE COC analysis		1.3	Joint	0.65
7/25/2025	SCE COC analysis		0.2	Joint	0.1
07/25/2025	KR call		0.2	SC	0.2
07/25/2025	SCE COC analysis		0.5	Joint	0.25
07/25/2025	PG&E COC analysis		0.3	Joint	0.15
07/26/2025	Draft testimony		7.5	Joint	3.75
07/26/2025	MD KR email		0.2	Joint	0.1
7/26/2025	Draft testimony		2	Joint	1
7/27/2025	Draft testimony		9.8	Joint	4.9
7/28/2025	Draft testimony	\$	15	Joint	7.25
7/29/2025	Draft testimony	\$	3	Joint	1.6
7/29/2025	KR call		0.2	SC	0.2
7/29/2025	Draft testimony		2.5	Joint	1.25
7/29/2025	Draft testimony		1.7	Joint	0.85
7/30/2025	Draft testimony		10.2	Joint	5.1
7/30/2025	MD KR call		0.7	Joint	0.35
7/30/2025	Draft testimony	\$	1.80	Joint	0.9
7/31/2025	Draft testimony		1.3	Joint	0.65
7/31/2025	Exhibits	\$	0.10	Joint	0.05

7/31/2025	MD KR call	1.3	Joint	0.65
7/31/2025	Exhibits	0.8	Joint	0.4
7/31/2025	Draft testimony	2.2	Joint	1.1
8/1/2025	Review parties' direct testimony	5	Joint	2.5
8/2/2025	Draft rebuttal testimony	2.4	Joint	1.2
8/3/2025	Draft rebuttal testimony	2.4	Joint	1.2
8/4/2025	Draft rebuttal testimony	4.8	Joint	2.4
8/5/2025	Draft rebuttal testimony	2.4	Joint	1.2
8/7/2025	PG&E DR response	1.1	SC	1.1
8/7/2025	Draft rebuttal testimony	0.5	Joint	0.25
8/7/2025	PG&E DR response	0.6	SC	0.6
8/7/2025	Draft rebuttal testimony	0.5	Joint	0.25
8/7/2025	MD KR call	0.9	Joint	0.45
8/8/2025	Draft rebuttal testimony	4	Joint	2
8/8/2025	SCG SDG&E workpapers	0.1	Joint	0.05
8/8/2025	Draft rebuttal testimony	0.2	Joint	0.1
8/9/2025	Draft rebuttal testimony	1.4	Joint	0.7
8/9/2025	PG&E DR response	0.3	SC	0.3
8/9/2025	Draft rebuttal testimony	0.4	Joint	0.2
8/14/2025	Draft rebuttal testimony	4	Joint	2
8/15/2025	Draft rebuttal testimony	5.8	Joint	2.9
8/16/2025	Draft rebuttal testimony	7.1	Joint	3.55
8/17/2025	Draft rebuttal testimony	8.7	Joint	4.35
8/18/2025	Draft rebuttal testimony	1	Joint	0.5
8/19/2025	Draft rebuttal testimony	8.2	Joint	4.1
8/20/2025	Draft rebuttal testimony	1.1	Joint	0.55
8/21/2025	Draft rebuttal testimony	0.4	Joint	0.2
8/22/2025	Review SCG SDG&E rebuttal	3.4	Joint	1.7
8/23/2025	Review motion for hearing	0.1	Joint	0.05
8/23/2025	Review IOU rebuttal -- MD KR call	0.8	Joint	0.4
8/23/2025	Review SCG SDG&E rebuttal	0	Joint	0

8/23/2025	Review PG&E rebuttal	0.2	Joint	0.1
8/23/2025	Review SCG SDG&E rebuttal	0.4	Joint	0.2
8/28/2025	Rvw stipulated facts	1.1	Joint	0.55
8/29/2025	Rvw stipulated facts	0.1	Joint	0.05
8/29/2025	PG&E DR response	0.4	SC	0.4
8/29/2025	Rvw stipulated facts	0.3	Joint	0.15
8/31/2025	Rvw stipulated facts	0.5	Joint	0.25
9/4/2025	PG&E SCE cross-examination prep	1	SC	1
9/10/2025	Rvw joint motion to submit evidence	0.3	Joint	0.15
9/15/2025	Rvw SC opening brief	1.5	SC	1.5
9/16/2025	Rvw SC opening brief	0.2	SC	0.2
9/19/2025	Rvw SC opening brief	0.3	SC	0.3
9/19/2025	Rvw SC opening brief	1.4	SC	1.4
10/3/2025	Respond to reply brief questions	0.6	Joint	0.3
10/4/2025	Respond to reply brief questions	0.2	Joint	0.1
10/4/2025	Reply brief -- MD KR call	0.8	Joint	0.4
10/4/2025	Respond to reply brief questions	0.6	Joint	0.3
10/7/2025	Victor Smith (CPUC) CF/D analysis call	0.8	SC	0.8

Total Sierra Club Hours

110.1

Hours x 2025 Requested Rate

\$1,165

\$128,266.50

Sierra Club Intervenor Compensation Request

Name:	Thomas Phillips		
Proceeding:	A.25-03-010 etc.		
Decision:	D.25-12-043		

2023

Date	Work Description	Total Time	Issue 1: Cost of Equity	Issue 2: Rate of Return	Issue 3: Capital Structures	Issue 4: General
6/20/2025	Drafting and editing Sierra Club Motion for Party Status	2				2
7/11/2025	Drafting and editing Sierra Club Data Requests to PG&E and SCE	2				2
7/16/2025	Collecting and compiling Sierra Club NDAs for SCE	1				1
7/18/2025	Collecting and compiling Sierra Club NDAs for PG&E	1				1
7/24/2025	Proofreading iComp NOI	2				2
7/28/2025	Preferred equity schedule research;drafting a data request to PG&E	2.5				2.5
7/30/2025	Editing Opening Testimony for Mark Ellis and exhibits	6.5				6.5
8/20/2025	Editing Opening Testimony for Mark Ellis	6.5				6.5
8/28/2025	Drafting and editing Motion to Admit Testimony	3				3
9/2/2025	Re-filing exhibits	1				1
9/12/25 thro	Editing Opening Brief	7				7
10/3/2026	Editing Reply Brief	6				6
12/4/2025	Editing Opening Comments	5				5
12/9/2025	Editing Reply Comments	4				4
12/17/2025	Proofreading petition and researching how to submit it	1				1

Attachment 3

Sierra Club Bylaws

Latest Revision: October 16, 2025

BYLAWS & STANDING RULES OF SIERRA CLUB

[The current Bylaws are given **in boldface** flush left. They were amended and approved by the membership, April 11, 1981; the numbers in brackets – for example, [5130] – at the end of a Bylaws paragraph reference the relevant sections of the California Nonprofit Corporation Law. Standing Rules are indicated by SR and are in regular type indented. Adopted/amended dates are indicated after each Standing Rule with one exception; on September 9, 2021, references to “the Club” in all Standing Rules were updated to “Sierra Club.”]

SR. 0.1.1: Purpose

These Standing Rules relate to the Sierra Club Bylaws. The only membership rights of Sierra Club members are the rights specifically provided by the Articles, Bylaws and the Corporation Law. Standing Rules shall be adopted, amended, or repealed by resolution of the Board. As applied to Sierra Club employees, Sierra Club’s employment policies supersede these Standing Rules in the event of any inconsistencies between them and these Standing Rules.

Adopted 11/21-22/81; amended 05/19-20/06,

02/24/07 SR. 0.1.2: Defined Terms

- Board: The National Board of Directors of Sierra Club.
- Club: Sierra Club.
- Sierra Club Council: Sierra Club’s Council of Club Leaders.
- Corporation Law: the California Nonprofit Public Benefit Corporation law.
- Executive Committee: The Executive Committee of the National Board of Directors.
- Member: A person who has completed an application for membership, paid membership dues and who, under Sierra Club’s Bylaws and Standing Rules or Chapter Bylaws, has the rights and privileges of members such as the right, receive notice of member meeting, add items to meeting agendas, or take any other action permitted by members under the Bylaws and Standing Rules. The Board of Directors may authorize different membership levels and attach different rights and or privileges to each membership level.
- Panel: The group of persons made up of the Executive Director or designee, the President, and the Chair of the Board Volunteer Leadership & Activism Committee. The Panel hears and issues final decisions on certain matters as provided in these Bylaws and Standing Rules.
- Staff: A Sierra Club paid employee.
- Volunteer: A person who freely offers or commits to take part in an activity or task, or performs a service without expectation of pay or salary.
- Volunteer Leader: A person serving in a named volunteer leadership role,

whether appointed or elected, at any level or part of Sierra Club. Some examples may include Chapter Executive Committee members, local and national Outings Leaders, Grassroots Network team members, as well as other roles.

- Volunteer Peer Review Group: Volunteer Leaders who are members and who have been vetted and trained to work with members of the People Department to recommend the assignment of a resolution pathway and corrective action, as needed, against covered volunteers under Sierra Club's Equal Opportunity Policy.

Adopted 05/19-20/06; revised 05/16/08; amended 04/17/2025

Bylaw 1: NAME

- 1. The name of this corporation shall be the SIERRA CLUB.**

SR. 1.1.1: One Corporation

Sierra Club, incorporated in the State of California as a Nonprofit Public Benefit Corporation, is the only legally recognized corporate entity of Sierra Club in the United States. All Sierra Club chapters, groups, committees, teams, and task forces are subunits of Sierra Club and cannot enter into legal actions without the permission of the Board or those to whom the Board has delegated authority to grant such permission.

Adopted 11/20-21/82; amended 09/19-20/03, 05/19-20/06, 02/24/07,
05/16/08

Bylaw 2: PURPOSES

- 1. The Sierra Club is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. [5130]**
- 2. The purposes of the Sierra Club are**

To explore, enjoy, and protect the wild places of the Earth; to practice and promote the responsible use of the Earth's ecosystems and resources; to educate and enlist humanity to protect and restore the quality of the natural and human environment; and to use all lawful means to carry out these objectives.

SR. 2.2.1: Non-violent Civil Disobedience

The Board recognizes the usefulness of non-violent civil disobedience in promoting social change. The Board reserves the right and has established a process to review and approve proposed acts of non-violent civil disobedience in the name of Sierra Club. In doing so, the Board has interpreted the provisions of

Sierra Club's Articles of Incorporation and Bylaw 2.2 relating to "all lawful means" as not prohibiting Sierra Club from engaging in limited non-violent civil disobedience as contemplated by this Standing Rule and the associated policy and application. No Sierra Club entity, leader or staff member may conduct civil disobedience in the name of Sierra Club without express Board approval.

(a) Risking arrest is a personal decision. Sierra Club will not direct any person to violate the law.

(b) Sierra Club recognizes that it cannot control the private actions of its members, and in particular cannot prevent its members from engaging in acts of civil disobedience. However, no member of Sierra Club is authorized to use, display, or invoke Sierra Club's name or logo (including the name of any chapter, group, or other entity of Sierra Club) in connection with committing any violation of the law, unless the act of civil disobedience has been approved by the Board of Directors.

(c) If there is a coalition event such as a march, rally, protest etc. that is peaceful and lawful, but where a subset of the participants plan to participate in an act of civil disobedience in association with the event; Sierra Club may endorse, organize support for, and participate in the event, but it may not use Sierra Club resources to promote participation specifically in the civil disobedience activity without the express approval of the Board of Directors.

Resolution of 11/15/92; amended and adopted as a SR. 05/2/93; amended 05/19-20/06, 02/24/07; amended 11/16/13; amended 2/25/17.

SR. 2.2.2: Representing Sierra Club

(a) No Sierra Club member, present or former leader, or member of the staff shall make a statement or take a public position in the name of Sierra Club that is contrary to, or creates a misimpression of a policy or position established by the Board, the duly authorized chapter, group, committee or other Sierra Club entity, or Sierra Club membership through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than Sierra Club, members shall avoid giving the impression that they are representing Sierra Club and endeavor to correct any misimpression in this regard.

Adopted 03/01-02/97; amended 11/14-15/98, 05/19-20/06, 02/24/07

(b) No Sierra Club member shall give permission for her/his membership or position in Sierra Club to be used in any manner, including "for identification purposes only," on the letterhead or in any other official publications or documents of any other organization unless such use has been expressly approved by the relevant Sierra Club unit.

Adopted 12/2/84; amended 05/19-20/06,

02/24/07 SR. 2.2.3: Defense of Name

If Sierra Club is criticized or attacked in the public media on any issue, including, but not restricted to ballot issues or procedures, the Board or its designees are free to respond fully and publicly, addressing any point raised. Any Board-authorized communications in response may utilize Sierra Club funds and any internal communication media or system, including electronic mail.

Adopted 02/19-20/94; amended 05/19-20/06

SR. 2.2.4: Sierra Club Assets

National, chapter, group, and other Sierra Club entities are authorized to use assets that are made available to them for delivery of current programs, including coalition building, fundraising, and administrative activities necessary to carry out the mission and achieve the goals of Sierra Club. However, it is within the exclusive powers of the Board to restrict, lien, hypothecate, lend, encumber, transfer to foundations, trusts or other third parties without consideration, the assets of Sierra Club. This exclusive Board power does not annul restrictions imposed by donors.

Adopted as a policy 09/26-27/98; amended and adopted as a Standing Rule 02/20-21/2000; amended 05/19-20/06, 02/24/07

SR. 2.2.5: Conflicts of Interest

Preamble. Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second person or organization. No one should be faulted merely because a conflict of interest situation exists. A problem arises only when someone takes action related to the conflict. A person in a conflict of interest situation may act appropriately by respecting his/her duty of loyalty, or may act inappropriately by violating it. It is the action – the behavior – that is or is not appropriate.

(a) General Policy. As part of their duty of loyalty to Sierra Club, volunteers and staff have an obligation and responsibility (i) to disclose any conflict or potential conflict of interest on any issue promptly as such conflict arises, (ii) to abstain from participation in FINAL deliberations and decisions concerning that issue, and (iii) to abstain from public comment upon that issue.

(b) Definition.

(i) A conflict of interest situation exists when any volunteer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, has a direct or indirect financial or other material interest in a proposed contract, transaction, or arrangement with Sierra Club, or in a policy or

position of in Sierra Club.

(ii) An interest in holding an elected or appointed Sierra Club volunteer leadership position does not constitute or create the appearance of a conflict of interest. A person seeking appointment or election to such a position may properly deliberate and vote on the setting of rules of general application for the appointment or election process, endorsements for the position, and on the appointment or election itself.

(iii) Sierra Club volunteer leaders are responsible for self-identifying those individuals that the volunteer considers to be “immediate family members” in this policy.

(c) Applicability. This policy applies to all volunteers, including volunteer leaders who are authorized to vote in the decision of any Sierra Club entity at the group, chapter, committee or national level, to all volunteers who are authorized to speak on behalf of Sierra Club, and to all staff, including staff of chapters, groups or committees, and including all independent contractors.

(d) Existence of a Conflict of Interest Situation.

When there is a doubt as to whether a conflict of interest situation exists, the matter shall be resolved by a vote of the authorized voting members of the Sierra Club entity involved, with the person concerning whose situation the doubt has arisen present, but not voting or, in the case of any staff member, by the Executive Director. The Board of Directors is the final arbiter on all matters involving conflict of interest situations.

(i) When there is disagreement on whether a conflict of interest exists, the Sierra Club entity involved in the decision making process resolves that question by a separate vote on each matter and each individual who is argued to have a conflict. If more than one individual is argued to have a factually indistinguishable conflict of interest, the Sierra Club entity may resolve the question by a single vote on whether a conflict exists as to all such individuals. A conflict of interest will be found to exist only if a majority of the members of the Sierra Club entity who were present at the meeting when the disagreement arose votes that such a conflict exists.

(e) Obligation to Disclose. Disclosure shall be to the Sierra Club entity (group or chapter executive committee, internal or issue committee, or Board or other national entity) most directly involved or, in the case of staff, to the Executive Director. At least annually, or at the time the situation arises, all volunteer leaders and staff shall disclose any conflict of interest situation. At least annually, all volunteer leaders and staff members shall disclose any direct or indirect benefits that they are receiving or will receive as a result of agreements between Sierra Club and any outside party. However, existence of a minor interest in pension

fund investments and third party-managed funds shall not constitute a conflict of interest.

(f) **Obligation to Abstain from Deliberations.** When any such conflict of interest situation is relevant to a matter requiring action by any Sierra Club entity within which, or over which, the person concerned has any authority, decisionmaking role, or voice, the interested person shall call it to the attention of that entity and shall retire from the room in which the Sierra Club entity is meeting and shall not participate in the final deliberations regarding the matter. However, that person has the right to, and should, upon request, provide the Sierra Club entity with any and all relevant information they may have concerning the matter. Final deliberation means a discussion on the merits of a matter pending by motion before a Sierra Club entity.

(g) **Obligation to Abstain from Decision.** In any conflict of interest situation, the person concerned shall not vote or otherwise participate in any decision concerning that matter.

(h) **Documentation.** The minutes of the meeting of the Sierra Club entity shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final deliberation or vote and did not vote.

Obligation to Abstain from Public Statement. No volunteer or staff member shall make any public statement, as a Sierra Club spokesperson, on any issue (internal or external) regarding which they may have a possible conflict of interest. All volunteers and staff shall refrain from public comment, as a Sierra Club spokesperson, about conflict of interest issues except as authorized by the President.

(i) **Notice and Review of Policy.** A copy of this conflict of interest policy shall be furnished to each volunteer leader and staff member who is presently serving Sierra Club, or who may hereafter become associated with it. This policy shall be reviewed annually as a part of a meeting of each Sierra Club entity for the information and guidance of volunteer leaders, and any new volunteer leaders shall be advised of the policy upon undertaking the duties of their office. This policy shall be prominently included in the employment manual for all existing and new staff members.

[Notes: This Standing Rule does not apply to concerns arising from attendance and participation at meetings by Sierra Club members who are not voting members of the Sierra Club entity at issue. For information on that topic, see Bylaw 5.14 and chapter and group bylaws regarding open meetings. For Guidelines in the implementation of this policy, see Board Policies document.]

Adopted 11/10-11/90, amended 11/19-20/04, 05/19-20/06, 05/16/09

SR. 2.2.6: Standards of Conduct

Sierra Club seeks to be an equitable and just place to work and volunteer. In addition to our overall mission of advancing bold environmental policy, all of our

actions should explicitly seek to promote equity and justice both internally and externally. All Sierra Club activity should be rooted in equity and justice, to build a Sierra Club that is inclusive, diverse in culture and lived experience, and respectful of our members and the communities in which we work. Volunteers and members have the responsibility to abide by these standards and to hold others accountable for their conduct.

(a) Affirmative Standards of Conduct

- (i) Serving as a volunteer or in an appointed or elected position of leadership is a privilege that can be lost by not acting in the best interest of Sierra Club or by violating the following affirmative standards of conduct.
- (ii) Sierra Club volunteers are responsible and will be held accountable to meet the following affirmative standards of conduct, and to hold other leaders and volunteers accountable to them as well, in all Sierra Club interactions with others, including in person, in writing, using digital tools, or on the phone.
 - (A) Communicate and work together toward shared interest with common courtesy, solidarity, mutuality, and respect; work across difference and disagreement.
 - (B) Create a welcoming and inclusive environment for new members, visitors, guests, staff, and volunteers. Avoid cliquishness, behavior that fosters an “insider” vs. “outsider” culture, and language (including humor) or behavior that is harmful, toxic, or offensive. Seek to welcome and engage people who reflect the diversity of the community.
 - (C) Always represent Sierra Club and its mission in a positive and proficient manner, keep disagreements within Sierra Club, and limit the impacts any internal disagreements may have on external partners and allies.
 - (D) Accurately present Sierra Club’s policies and positions when communicating on behalf of Sierra Club; don’t use a Sierra Club leadership role or title to advance personal views that are not consistent with Sierra Club’s positions and policies.
 - (E) Respect Sierra Club members’ confidentiality; use member lists and information about members for Sierra Club purposes only.
 - (F) Use Sierra Club resources wisely and in keeping with the fiduciary responsibility of all volunteers.
 - (G) Foster an open democratic decision-making process; respect decisions once they are made. Wherever possible, seek opportunities to create amicable clarity about decision-making, sharing strategies, and resource

distribution.

- (H) When speaking of other Sierra Club volunteers praise publicly, criticize privately and tactfully.
- (I) Encourage robust dialogue and debate and seek to resolve differences with other Sierra Club volunteers, avoiding factionalism and/or behavior that exacerbates or prolongs conflict.
- (J) Respect the policies and procedures that have been established by and for members and volunteers engaged in specific Sierra Club activities; when in doubt, ask.
- (K) Show and hold respect for colleagues at all levels; demonstrate humility, empathy, and patience; and hold oneself and others accountable for collaborating with internal and external parties in a just and inclusive manner.
- (L) Foster a work and volunteer atmosphere that promotes equal opportunities and prohibits discriminatory practices, including prohibited discrimination, harassment, and bullying.

(b) Addressing Behavioral Misconduct

- i. Forms of Behavioral Misconduct Addressed Through Sierra Club's Equal Opportunity Policy

The following forms of behavioral misconduct are listed in Sierra Club's Equal Opportunity Policy (EOP). The definitions of these forms of misconduct in the EOP apply to this section.

- A. Uncivil behavior (disrespectful behavior not based on a protected characteristic)
- B. Bullying (significantly harmful behavior not based on a protected characteristic)
- C. Harassment, including sexual harassment (unwelcome or offensive conduct based on a protected characteristic)
- D. Discrimination (discriminatory practices based on a protected characteristic)

- ii. Forms of Behavioral or Illegal Misconduct Addressed Outside the EOP

- A. Embezzling, misdirecting, or misusing Sierra Club funds, membership lists, confidential information, or other assets for activities not authorized by the entity responsible for following Sierra Club policy and guidelines.
- B. Fraud, libel, defamation, illegal, specious claims or unethical activity of any kind in the conduct of Sierra Club business.

C. Illegal or unethical conduct outside Sierra Club if that misconduct could significantly damage Sierra Club, its staff, its members, its reputation, or its assets.

iii. Reporting Misconduct. Any allegations or concerns that a volunteer, member or employee has engaged in conduct as defined in sections (b) (i)B-D (bullying, harassment, discrimination) must be immediately reported to Sierra Club's People Department, (the "People Department"). Because of Sierra Club's legal obligations and values, volunteers should not attempt to handle behavioral misconduct of this form at a local level or otherwise attempt to investigate or resolve the matter at a local level. The People Department shall, within 30 days of the effective date of these revised Standing Rules, design written standard operating procedures to govern the process for internal investigations and resolutions of such reports, and training to engage in such investigations and resolutions. Those procedures shall include a Volunteer Peer Review Group made up of Volunteer Leaders, along with a People Department and a Field Department representative.

iv. Mandatory Reporters.

A. The obligation to report allegations or concerns that a volunteer, member or employee has engaged in conduct as defined in sections (b)(i)(B-D) (bullying, harassment and discrimination) immediately to the People Department is a mandatory obligation for Chapter Leadership and other Volunteer Leaders (Leaders) as defined in Standing Rule 0.1.2, of the relevant Sierra Club entity with regard to conduct they see, hear, or become aware of indirectly. This reporting obligation applies at all times, even if the Leader has already intervened, believes they can or have dealt with the situation, believes the situation was isolated or a misunderstanding, or is unsure about the severity of the issue.

B. Allegations or concerns of conduct as defined in section (b)(i)(A) (uncivil behavior) should be resolved at the most local level, to the extent possible, and do not require mandatory reporting. Leaders may seek the advice of the People Department to assess whether allegations or concerns about behavior fall into the category of uncivil behavior, or into the categories of bullying, harassment or discrimination which require mandatory reporting.

v. Authority of the People Department

The People Department has the authority to oversee investigations and determine resolutions applicable to individuals pursuant to (d)(i), subject to the guidelines herein, in Bylaw 8.4, and in Standing Rule 5.10.2.

The Resolutions Team, defined by and with the authority designated in a previous version of these Standing Rules, shall sunset as soon as possible after the adoption of

this provision. It shall continue under the authority of the People Department for a limited period of time to be determined by the People Department in order to maintain the continuity of cases already under its review

(A) Interim Interventions. In matters involving allegations of misconduct as defined in sections (b)(i)(B-D), the People Department, in coordination with the Volunteer Peer Review Group for claims by volunteers against volunteers, will determine whether and to what degree temporary interim modifications or interventions may be merited. Within 30 days of the effective date of revised Standing Rules, the People Department shall design written standard operating procedures to govern the process for imposing temporary interim modifications or interventions. The procedures shall allow the People Department, if appropriate, to temporarily and immediately: (1) suspend an elected leader from one or more of their positions or from their participation in specific Sierra Club activities; (2) restrict any member from their participation in specific Sierra Club activities; and/or (3) assign other temporary modifications or interim interventions. Interim interventions will apply only while the investigation is pending. In the event that multiple chapter or group Executive Committee leaders are temporarily suspended, leaving that entity unable or at risk of not establishing a quorum to carry out its business, the People Department shall notify the Vice President for Chapters, Groups and Volunteers pursuant to the Board's Chapter Governance Continuity Guidance to enable temporary members from that Chapter to be appointed to that Executive Committee for the duration of the interim intervention. The procedures shall follow the requirements of Standing Rule 5.10.2(a) with regard to appeals by volunteers to the Executive Director or designee, Sierra Club President, and chair of the Board Volunteer Leadership & Activism Committee (the Panel) described in Rule 5.10.2(iii)(a) and (b).

(B) Assignment of Corrective Actions.

1. Termination of Membership. If, after an investigation, the People Department determines that termination of membership is the appropriate corrective action, the Panel will review that determination and approve it or remand it back to the People Department for further process in accordance with the process for Termination of Membership (Standing Rule 5.10.2) prior to that corrective action being communicated to the Member in question.
2. Permanent Revocation of Privileges. Where the People Department recommends permanent revocation of privileges (whether revocation of leadership role, committee membership or revocation of access to a group or type of function), the Member receiving that corrective action has a right to appeal that corrective action in accordance with the process for Revocation of Privileges (Standing Rule 5.10.2).
3. Other Corrective Actions. Where the People Department determines the appropriate corrective action is something less than Termination of Membership or permanent Revocation of Privileges, their decision following the investigation will be final and binding.

(C) Clarification of Powers. An individual or entity that believes the People Department has exceeded its powers may appeal to the Panel identified in Standing Rule 5.10.2(a). The Panel is limited to determining whether or not the People Department had the power to act as it did, and is not authorized to evaluate or review the underlying investigation except as otherwise provided in these Standing Rules.

vi. Investigations of Members of the National Board of Directors (“Director”), Executive Director, Deputy Executive Director, or Head of People or Legal Departments

A. The Executive Committee will oversee investigations regarding concerns or allegations that a Director, the Executive Director, the Deputy Executive Director, or Head of People or Legal Departments has engaged in behavior subject to mandatory reporting under this section (Addressing Behavioral Misconduct).

B. The Executive Committee will seek the written advice on investigation process design from the Head of the People Department and the Head of the Legal Department, unless such individual(s) are implicated. The Executive Committee will seek the assistance and advice of external investigators if appropriate and will require external investigators to abide by the same guidelines utilized in other investigations; and may request additional information, support, or recommendations from the Head of the People Department and the Head of the Legal Department as appropriate.

C. The Executive Committee will share with the full Board (excluding any Director who is the subject of any recommended corrective action or resolution or are the subject of any alleged misconduct) the written advice from the external investigator on corrective actions and resolutions, along with the Executive Committee’s recommendation. The Board (excluding any Director(s) who is the subject of any recommended corrective action or resolution or are the subject of any alleged misconduct) will make a final determination on appropriate corrective actions and resolutions, provided that this rule applies to Directors only to the extent allowed by law and Sierra Club’s Articles and Bylaws, including Bylaw 5.10.

D. Individuals raising concerns can, in addition to other reporting options, raise concerns under this subsection directly to the Executive Committee of the Board.

vii. Immediate removal and suspension of appointed leaders and volunteers. Sierra Club entity leadership or the Panel may remove and/or suspend officers, representatives and committee members of their respective entities from appointed leadership positions in matters not governed by subsection (d)(i) above.

viii. Removal of membership privileges. Only the Executive Director or designee, Sierra Club Board President and the Volunteer Leadership & Activism Committee

Chair (i.e., the Panel) together can finalize the termination of a membership. See Standing Rule 5.10.2 Termination of Membership, Suspension of Member Privileges and Other Corrective Actions and Interventions.

Earlier version adopted as a policy 03/17-18/90; this version adopted as a SR 11/15-16/02; amended 09/10-11/04, 05/19-20/06, 02/24/07, 05/16/08, 11/20/10, 9/14/19, 9/11/21, 1/20/22, 9/10/22, 4/17/25.

(c) Addressing Policy and Decision-Making Disputes

(i) Policy Disputes. When there is a dispute regarding interpretation, application, or disregard for Sierra Club Bylaws, Standing Rules, policies, guidelines, or other governing procedures, leaders should seek clarification from the relevant entity, for referral or appeal if necessary to the appropriate Board Advisory Committee or the Executive Committee. No leader should act in violation of a policy interpretation that has been provided by the appropriate entity. If the leader believes the interpretation is incorrect, they should appeal or seek clarification from the appropriate Board Advisory Committee or the Executive Committee, but shall not act in violation of the interpretation the volunteer has received.

(ii) Decision-Making Disputes

(A) All Sierra Club volunteers involved in a contentious decision-making process are nevertheless expected to behave according to these Standards of Conduct. This includes decisions regarding priorities for action, strategies and tactics, and the allocation of resources where differences of opinion can be heated.

(B) All decision-making disputes among volunteers should be resolved at the most local level possible, whenever possible. Disputants may make use of such dispute-resolution assistance or services as Sierra Club may make available.

(C) Authority is delegated to the Board Volunteer Leadership & Activism Committee to develop and adopt, as needed, guidelines for resolving decision-making disputes. In the event of a threat of litigation relating to any of these matters, the involved entity should notify the Director of Chapter Governance and Strength and the Head of the Legal Department.

(D) Board Discretion. The procedures listed in this document shall not deprive the Board, at any point in the process, from taking such actions as it may deem necessary or advisable for the best interests of Sierra Club.

(d) Addressing Financial, Legal, or Other Public Violations.

(i) Any allegations or concerns that regard actions constituting misconduct as

defined in subsections (b)(ii)(A)-(C) or allegations of illegal activity (which shall be reported pursuant to (c)(iv)), [shall be handled according to this provision.] [For these matters, volunteers have an obligation to resolve violations quickly and decisively.] These disputes should be resolved at the most local level, subject in each case to Sierra Club's legal obligations to respond to and potentially report such misconduct. The entity chair, lead, co-lead of the relevant Sierra Club entity has an obligation to deal quickly and decisively with suspected violations. Misconduct under these subsections may warrant the removal, suspension or barring of the member from leadership positions or participation in certain activities, consistent with local Bylaws and subject to Standing Rule 5.10.2.

(ii) Illegal Activity. Alleged illegal activity shall be reported immediately to the Office of General Counsel. The Office of General Counsel is authorized to take any actions needed to report and address illegal activity.

Earlier version adopted as a policy 03/17-18/90; this version adopted as a SR 11/15-16/02; amended 09/10-11/04, 05/19-20/06, 02/24/07, 05/16/08, 11/20/10, 9/14/19, 9/11/21, 1/20/22, 9/10/22, 4/17/25

Bylaw 3: PRINCIPAL OFFICE

- 1. The principal office of the Sierra Club shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another.**

Bylaw 4: MEMBERSHIP

Section 1: Classification, Application, and Dues

- 1. Any person interested in advancing the purposes of the Sierra Club may become a member. There is no limitation on the number of members or memberships authorized. [5310]**

SR. 4.1.1: Rights of Members

In accordance with Corporation Law section 5057, the only membership rights of members of Sierra Club are the rights specifically provided by the Articles, Bylaws, and the Corporation Law. All other privileges or opportunities granted to members of Sierra Club under its Standing Rules, policies, or the bylaws or rules of Sierra Club subentities are not rights of membership in Sierra Club for purposes of Corporation Law section 5057.

Adopted 07/20/02, 05/19-20/06,

02/24/07 SR 4.1.2: Access to Membership List

A Sierra Club voting member in good standing may request access to the names and postal addresses of Sierra Club members for a purpose reasonably related to that member's interest as a Sierra Club member. All requests must: (i) be made in writing; (ii) include the Sierra Club member's name, address and, if known, Sierra Club membership number; (iii) be directed to the Sierra Club Secretary, care of the Executive Office; (iv) specify the entire list or that portion of it, based solely on criteria discernable from postal address and/or voting rights, being requested; and (v) clearly state the purpose for which access is requested. To assist in showing that the request is made for a purpose reasonably related to the member's interest as a Sierra Club voting member, a copy of the material to be mailed may be submitted with the request. In any event, a copy of the material must be sent to the Executive Office at the time it is mailed to Sierra Club members.

(a) Access to the membership list will be provided through a Sierra Club-approved mailing house for one-time use. Sierra Club will charge a fee for its cost of compiling and supplying the requested list to the mailing house. All other costs associated with the mailing, including printing and mailing house fees, are the sole responsibility of the Sierra Club voting member and should be arranged with and paid directly to the mailing house. [6330]

Adopted 11/19-20/04, 05/19-20/06, 02/24/07

2. **There shall be several classes of membership: Regular, Life, and such other special classes as the Board of Directors may establish. The Board may discontinue any membership class it previously established; any member in a discontinued class shall be transferred to another class with equivalent privileges and without increase in dues until that member's next membership anniversary.** [5330]

SR 4.2.1: Membership Classes

(a) In addition to the Regular and Life membership classes established in Bylaw 4.2, the Board of Directors establishes (i) an Introductory (Affiliate) class of membership and (ii) an Action class of membership. The Regular and Life membership classes are referred to collectively throughout these Standing Rules and in other Sierra Club documents as voting members or the voting membership classes. Regular and Introductory (Affiliate) classes are further categorized as Standard, Supporting, Contributing, Student, Senior (60 years or older), or Limited Income. The Action class of membership is referred to throughout these Standing Rules as Action Member(s). Each of the voting membership and Introductory classes may also be further categorized as a joint membership for two persons residing at the same address.

(b) The dues for each class and category of membership shall be set by the Board annually in adopting the Sierra Club operating budget or more frequently

by separate resolution; provided, however, that no dues shall be required as a condition of affiliation with the Club as an Action Member.

(c) A person qualifies to become a Life Member upon written application and payment of the dues set for the Life membership class. A person qualifies to become a Regular Member upon written application, payment of the prescribed dues, and demonstration of an interest in advancing the purposes of Sierra Club by having been affiliated with Sierra Club as an Introductory (Affiliate) Member.

(d) An Introductory (Affiliate) Member shall have all the rights, privileges, preferences, restrictions and conditions of Sierra Club membership under its articles, bylaws, standing rules, and policies, except that Introductory (Affiliate) Members shall not be entitled to vote on Sierra Club matters put to the national vote of members. An Introductory (Affiliate) Member is not a "member" of Sierra Club as defined in the Corporation Law section 5056. Once Sierra Club has accepted an Introductory (Affiliate) Member's renewal of Sierra Club membership, that person shall become a Regular Member.

(e) Subsections (c) and (d) of this Standing Rule shall be effective for all persons who join Sierra Club after February 1, 2006.

Adopted 11/21-22/81; amended 11/15-16/86, 02/21-22/98, 09/26-27/98, 07/17/99, 07/22/00, 11/19-20/05, 05/19-20/06

(f) A person qualifies to become an Action Member upon (i) written or oral application or (ii) written or oral acceptance of Club invitation to become an Action Member. Action Members must provide the Club with an email address, text number or another form of electronic communication as a condition of membership. If the Club is unable to communicate with an Action Member through their provided form of electronic communication, they will no longer be considered an Action Member. An Action Member must affirm their Club membership at least annually. Action class membership expires automatically without such annual affirmation.

(g) An Action Member is not a "member" of the Club as defined in Corporation Law section 5056.

(i) An Action member shall not be entitled to seek election to the Sierra Club Board of Directors, nor shall an Action Member attend any meeting of the Board or any committee consisting solely of members of the Board.

(ii) An Action member shall not seek or hold any elected or appointed volunteer leadership position at any level of Sierra Club,

including any position on a Sierra Club national committee, club council, chapter, group, section committee, or any other Sierra Club governing body.

An Action Member shall only have the right to vote on a Policy Advisory Slate held subject to Standing Rule 4.2.2. An Action Member shall have no right to vote on any other matter or in any other Sierra Club election. Action Members shall not vote on Club matters put to the national vote of members other than a Policy Advisory Slate. An Action member shall not be sent ballots or vote in the annual election of the Board of Directors.

(iii) An Action member shall not have access to or use any published Sierra Club member lists, including the Leader Directory. An Action member shall not be sent ballots or vote in the annual election of the Board of Directors. Action Members shall not be entitled to receive the Sierra Club Bulletin.

SR 4.2.2 Policy Slate

- (a) At least once every two (2) years, the Board of Directors shall refer to the Action membership one or more questions regarding the Club's policies or priorities for the upcoming calendar year. The results of this Policy Slate shall be binding on the Board of Directors.
- (b) At each Policy Slate, the Action membership shall be given the opportunity to vote on one or more questions regarding the Club's policies or priorities. The Board of Directors shall, in its sole discretion, determine the Club policies or priorities to be selected on the Policy Slate, the number of policies or priorities to be presented, the number of policies or priorities that may be selected on each member's ballot, and all other aspects of ballot wording and design.
- (c) Policy Slate may be conducted by electronic mail, telephone or text-messaging, or any other means that allows Action Members to cast an individual ballot that cannot be shared or duplicated.

3. Membership shall be granted upon written application, submitted in the form and manner specified by the Secretary of the Club. The application shall be accompanied by such dues or fees as have been set for the class of membership for which application is made. The application shall contain such information as the Secretary may reasonably require.

SR.4.3.1: Sierra Club Membership Requirement for Leadership Positions In order for a person to hold any elected or appointed volunteer leadership position at any level of Sierra Club – including membership on a national committee, Sierra Club

Council, or chapter, group or section committee – that person must be a Sierra Club voting member. No individual shall be added to Sierra Club's leadership roster until he or she has become a voting member of record.

Adopted 09/18-19/93; amended 05/19-20/06, 02/24/07

SR.4.3.2: The Board affirms the essential and central role of volunteer leadership and volunteer power within Sierra Club's model of organizing and movement-building and our impact in the world.

Adopted 08/03/24

- 4. The annual dues for each class of membership shall be set by the Board of Directors. The Board may exempt any class or any member from dues.**
- 5. A portion of the annual dues from each membership shall be specified by the Board of Directors as a subscription price to the Sierra Club Bulletin and appropriate regional, chapter, and local group publications.**
- 6. No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of the annual dues after the grace period, if any, set by the Board. No member shall have any property right by virtue of membership. [5320, 5340]**

Section 2: Meetings and Voting

- 7. Chapter delegates to the Sierra Club Council are designated to represent the membership as delegates to an annual meeting of the Club for the purpose of discussing the activities and operation of the Club and making recommendations to the Board of Directors. This meeting shall be held in conjunction with the annual meeting of the Board or at such other time and place as are designated by the Board. The Secretary of the Club shall provide for notice of this meeting to be sent to all delegates and alternates at least 30 days in advance of the meeting. [5152, 5510-5512]**

SR. 4.7.1: Meetings

Voting members may attend any meeting of the Board or of any committee thereof (i.e., any committee consisting solely of Board members), except as provided in Bylaw 5, paragraph 5.14, and Standing Rule 5.13.1. Voting members may attend meetings of the Sierra Club Council, chapters and groups, except as provided by their respective bylaws. All other subunits of Sierra Club may, but are not required to, allow voting members to attend their meetings. When so ordered by the President or the chair of the meeting or by resolution of the meeting body, attendance by the general public at any meeting may be restricted without affecting the authority of the actions taken at the meeting.

Adopted 11/20-21/82, 05/19-20/06,

02/24/07 SR. 4.7.2: Meetings – Rules of Order

Meetings of the Board and the Executive Committee shall be conducted according to Robert's Rules of Order, Revised, or such other rules of order as are adopted by the meeting and are consistent with the Bylaws of Sierra Club, these Standing Rules, and the Corporation Law.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07 SR. 4.7.3: Votes by Electronic Mail

Sierra Club entities may conduct votes by electronic mail, if the minimum requirements listed below are met. As used in this Standing Rule, "Sierra Club entity(ies)" means the Sierra Club Council, chapters, groups and all other Sierra Club subunits, but not the Board itself or any committees thereof (i.e., any committee consisting solely of Board members). Minimum requirements for electronic mail votes are:

- (a) the Sierra Club entity has authorized voting by electronic mail in advance;
- (b) voting members of the Sierra Club entity all receive the same information, including each member's vote. Identification of member's votes may be withheld in the case of officer and delegate appointments. In those instances, two people not involved in the vote should receive and count the votes;
- (c) a date and time is set for the start and end of each electronic mail vote; (d) a member may change his or her vote at any time prior to the final date and time set for the end of each electronic vote;
- (e) only a discrete main motion may be voted on by electronic mail; (f) no motion is approved by less than a majority of the current voting members of the entity, excluding vacancies; and
- (g) votes by electronic mail are recorded in the minutes of the next regular meeting.

Adopted 02/24/07; amended 07/19/07; amended 08/17/2017

SR. 4.7.4: Meetings – No Smoking

There shall be no smoking indoors at meetings of Sierra Club.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07

SR. 4.7.5: Access to Sierra Club Meetings and Activities to the Disabled

(a) Meeting Facilities. All meetings of Sierra Club, including the Board, chapters, groups, committees, task forces and subcommittees, will be held in locations that fully meet the physical requirements for access by the mobility impaired. The only exceptions will be:

(i) Meetings that are confidential or for other Sierra Club-business related reasons are not open to people outside the meeting. However, all member participants of that meeting must be accommodated with access.

(ii) Meetings which are called for an emergency situation with only five days or less advance notice. In any event, an effort should be made to find an accessible location first, but if one cannot be found, then an emergency meeting may be

held in a location that may not be fully accessible.

(iii) Communities where there are no accessible public meeting facilities available that would not place a financial burden on the entity. In this event, a location may be used that meets the specific accessibility needs of members who might attend, but may not fully meet all requirements for public facilities.

(b) Sierra Club Events and Activities. All general membership events, events sponsored or cosponsored by any Sierra Club entity, and events where a Sierra Club employee or member works and that use Sierra Club's name will be held in facilities that are fully accessible to disabled people. The only exception will be an activity that involves natural, rather than human-made, barriers, such as a Sierra Club-sponsored hike. However, anyone who is safely able to participate in the activity will be permitted to do so.

(c) Sierra Club Offices. Upon the expiration of existing leases, all Sierra Club offices will be located in fully accessible facilities. No lease should be renewed unless the space meets all accessibility requirements for public facilities. Adopted 05/7-8/94; amended 05/19-20/06, 02/24/07

- 8. All actions requiring a vote of the membership shall be decided by written ballot as provided for in Bylaw 5, Section 2, and Bylaw 11. A quorum for any ballot or for any meeting of the members shall be five percent (5%) of the membership on the date of record set by the Board of Directors in accordance with law. Each person who is a member on the date of record shall be eligible to vote and shall have one vote on any issue presented to the membership except as provided in Paragraph 5.7. Voting by proxy shall not be permitted. [5512, 5513, 5610, 5611, 5613]**

SR. 4.8.1: Voting by Members

All Regular and Life members of record on January 31 shall be sent ballots for the annual election of Directors, as provided in the Bylaws, paragraphs 4.8 and 5.6 and Standing Rule 4.2.1. Each such individual member shall be sent one ballot; joint memberships shall receive two ballots.

Adopted 11/21-22/81; amended 05/19-20/06, 02/24/07

Section 3: Liabilities of Members

- 9. Members, as such, shall not be personally liable for any debts, liabilities, or obligations of the Club, and any and all creditors shall look only to the assets of the Club for payment. [5350]**

Bylaw 5: BOARD OF DIRECTORS

Section 1: Number and Powers of Directors

Subject to the powers of the members as provided by law or these Bylaws, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors of fifteen (15) members of the Club. A majority of the Directors then in office, but not less than three (3), shall constitute a quorum for the transaction of business by the Board. The Board may delegate management of the activities of the Club to any person or persons or committee, however composed, provided that the activities and affairs of the Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [5151, 5210, 5211]

SR. 5.1.1: Indemnification and Insurance

(a) Sierra Club shall, to the maximum extent permitted by the Corporation Law, indemnify its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising by reason or fact that any such person is or was an officer or Director of Sierra Club, and shall advance to such officer or Director expenses in preparing for or defending any such action or proceeding to the maximum extent permitted by law. For purposes of this section, a “Director” or “officer” of Sierra Club shall mean any person who is a Director or officer of Sierra Club, or is serving at the request of Sierra Club as a Director or officer of another corporation or enterprise. The Board may, in its discretion, provide by resolution for the indemnification of, or advancement of expenses to, other corporate “agents,” as that term is used in Section 5238(a) of the Corporation Law, and may likewise refuse to provide for indemnification or advancement of expenses except to the extent any such indemnification is mandatory thereunder or under Section 2802 of the Labor Code of the State of California.

(b) Sierra Club shall, to the extent practicable and permitted by the Corporation Law, maintain insurance on behalf of its Directors and officers against any expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such Directors and officers in their capacity as such as a result of any threatened lawsuit, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. For purposes of this section, an investigative action or proceeding shall not include an investigation related to internal EOP, Human Resources, People Department or corporate governance matters, but rather, shall only apply to investigations that are a part of actual or threatened civil or criminal adjudicative (i.e. lawsuits), administrative, or regulatory (e.g., attorney general or EEOC) proceedings.

(c) Adopted 05/2-3/87; amended 05/19-20/06, 02/24/07, 10/16/25

Section 2: Nomination, Election, and Term of Office

2. The Board shall provide for the appointment, at least six months before the annual election, of seven members of the Club, none of whom shall then be a Director, to constitute a Nominating Committee. This committee shall nominate at least seven candidates for election as Directors for the ensuing term. [5521]

SR. 5.2.1: Close of Nominations

The close of nominations shall occur on the second Wednesday in January.

Adopted 09/26-27/98SR. 5.2.2: Nominating Committee Appointments

The President shall appoint the members of the Nominating Committee, subject to confirmation by the Executive Committee. Terms of appointment will be for three years, with yearly appointments made on a 3-2-2 rotation. A member seeking appointment to a full term, who has already served a full term, must be absent from the committee for at least one year before that member is eligible for reappointment. The president shall annually designate one of the continuing members as chair of the committee.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07, 11/21/09, 1/18/2018, 4/16/2020.

SR. 5.2.3: Eligibility of Employees and Former Employees for Nomination

Sierra Club employees are ineligible for nomination as Director. Former employees shall remain ineligible for a period of two years after the last date of their employment. Former temporary employees who have worked for Sierra Club less than six months in the previous two years shall be eligible for nomination as a Director three months after their last day of employment. Persons who are paid by Sierra Club as independent contractors or consultants rather than employees are not subject to the two-year period of ineligibility, but may not continue the financial relationship with Sierra Club after being nominated either by the Nominating Committee or by petition. The periods of ineligibility set forth in this rule shall end on date set for the close of nominations. Notwithstanding the provisions of this Standing Rule, and for the avoidance of doubt, compensation of any member of the Executive Committee, as an employee or otherwise, shall be permitted, subject to the approval, in each instance, of the terms of such compensation by the Board or the Executive Committee (as its designee), and such compensation shall not render such Executive Committee member ineligible for subsequent nomination as Director.

Adopted 11/20-21/82; amended 11/15-16/97, 05/19-20/06, 2/24/07, 11/21-22/2014, 9/12/15, 11/16/19, 1/21/21, 5/22/21

SR. 5.2.4: Background Checks

All candidates for the Board of Directors shall be required to undergo a background check in accordance with Sierra Club policy.

Adopted 10/17/2019

Bylaw 5 (cont.)

3. Members of the Club comprising one-twentieth of one percent (1/20% or 0.0005) of the membership, but not less than 100 or more than 500, may also nominate one or more candidates for Director by a petition signed within eleven (11) months preceding the next election and delivered to the principal office of the Club by the date set for the close of nominations. [5521]

4. SR. 5.3.1: Nominations – Petitions

(a) Before petitions are circulated for nomination of a Director, the Secretary must be notified of each proposed nominee in writing by mail, fax or e-mail, in care of the Executive Office at Sierra Club Headquarters, by noon Pacific time on the last business day in November. The written consent of each proposed nominee must be received before petitions for them are circulated.

(b) All Regular and Life members of record on April 30 shall be counted for determining the number of signatures required on a petition to nominate a candidate for Director. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days.

(c) Members for whom nomination petitions are being circulated shall be called "petitioners." Petitioners become "candidates" and "nominees" after the Secretary certifies that their petitions meet the requirements of the Bylaws and Standing Rules. The provisions of Standing Rules 5.2.1 through 5.6.2 apply equally to petitioners and nominees (candidates).

(d) Petitions must use the signature forms created by the Executive Office or full-sized copies thereof, but the top may carry a short promotional paragraph about the petitioner, the back may be used for biographical material, and the bottom may specify mailing directly to the Executive Office or some other place. Separate forms must be used for each petitioner. Each signature must be accompanied by a legible printed name, the date of signing, and the membership number and/or address of the signer. No signature dated earlier than 11 months before the date of the election, dated before a petitioner has notified the Secretary of their candidacy, or any undated signature will be counted. Signed petitions shall be delivered in original, facsimile, or by electronic transmission capable of being printed in clearly legible tangible form to the Executive Office by noon Pacific time on the date set for the close of nominations. Acceptance by a regulated carrier that commits to delivery by the deadline shall constitute timely delivery, provided that actual delivery does not occur more than one day late.

(e) Petitions shall be retained by the Executive Office for four months after the close of nominations.

Adopted 11/20-21/82; amended 02/1-2/86, 11/11-12/89, 09/21-22/96,
09/26-27/98, 11/14-15/98, 11/13-14/99, 11/16-18/01, 09/19-20/03,
05/19-20/06, 1/18/2018

- 5. All nominees must be members of the Club in good standing, must have been members of the Club in good standing continuously for one year prior to the date set for the close of nominations, and must agree to accept the nomination. Nominations shall be closed on December 30, or such later date as is fifteen (15) weeks preceding the date set for counting the ballots. The Nominating Committee shall request the nominees individually to submit a statement on behalf of their candidacy no later than two (2) weeks after the close of nominations. The committee shall then file the nominations and statements with the Secretary, with the nominations arranged in an order determined by lot. The form of the statement shall be established by the Nominating Committee, which shall decide on any questions of compliance with any standards that the committee may establish with respect to such form. [5522]**

SR. 5.4.1: One-Year Requirement

Nominees must have been voting members of Sierra Club continuously for one year prior to the date set for the close of nominations.

Adopted February 24,

2007 SR 5.4.2: Background

Checks

All candidates for the Board of Directors shall be required to undergo a background check in accordance with Sierra Club policy.

Adopted October 17, 2019

- 6. The Board shall appoint from the membership of the Club three (3) Inspectors of Election and a number of alternates, who shall supervise the election, oversee the counting of ballots, tabulate the results, and report to the President and the Secretary in writing the number of votes for each candidate and the names of those elected to serve as Directors. No Director or nominee may serve as an Inspector of Election or alternate. [5615]**
- 7. At least four (4) weeks before the date set for counting the ballots, a ballot containing the names of the nominees, in the order presented by the Nominating Committee, shall be mailed to each member of the Club eligible to vote. The ballot shall be accompanied by the statement of each nominee. If no statement has been received from a nominee, it shall be so indicated, but the nominee's name shall remain on the ballot. [5513]**

SR. 5.6.1: Promotion of Candidates

(a) General Matters. (i) Candidates for Director shall be provided reasonable opportunity to solicit votes and promote their views, and members shall have reasonable opportunity to exchange views freely.

(ii) As used in this Standing Rule, “Sierra Club entity(ies)” means any chapter, group, section, committee or other body operating under the authority of the Board, but not the Board itself.

(iii) Without authorization of the Board by resolution or except as provided in the Bylaws and these Standing Rules, no Sierra Club funds or other resources, including those of Sierra Club entities, shall be used to support or oppose any candidate for Director, including activities related to circulation of petitions. Resources include official publications and other forums, such as newsletters and web pages, but do not include the Sierra Club President, even if he or she receives a stipend.

(iv) Any Sierra Club entity may expend Sierra Club funds to carry out its designated duties in connection with the election. Any Sierra Club entity may expend Sierra Club funds to publicize the election, its timing, or to urge members to exercise their right to vote, or to inform members about the election procedures and rules, but no expenditure made under this subsection shall mention or provide support for or opposition to any candidate or group of candidates in the election.

(b) Candidate Statements. (i) A statement from each nominee shall be distributed with the ballot mailed to each Regular or Life member. Statements and photographs, if they are to be included in the ballot materials, shall be delivered to Sierra Club’s Executive Office by noon Pacific time on a date set by the Nominating Committee, not more than two weeks after the close of nominations.

(ii) The Nominating Committee shall prescribe the form of the statements, including the number of words and of paragraphs or indentations, the use of bullets or other printer’s marks and specific information (for example, length of membership, offices held and other experience in Sierra Club) that the committee may require of all candidates. Candidates must submit with their statements evidence that each listed endorser has agreed to be so listed.

Candidate statements shall be reviewed for length, form and significant errors of fact about Sierra Club by a Ballot Statement Review Committee (BSRC). The committee shall consist of at least four Sierra Club members and any number of alternates who are neither Directors, candidates for Director, nor members of the Nominating Committee, appointed jointly by the Nominating Committee and Board of Directors. Recruitment for the BSRC shall happen in the summer prior to the election and during the annual meeting in September. BSRC members shall be confirmed by October. Each term of the BSRC shall last three years, with a second three-year term a possibility. A year off must be taken before re-appointment for a

third term. Terms shall be staggered. Alternates will participate in the BSRC orientation and may be pulled in to assist with the committee's workload if there are more than seven Board candidates and/or a committee member is unable to serve. The Board Secretary, or their designee, will work with the chair of the BSRC to provide oversight and guidance. The BSRC will choose its own Chair. This chairperson will coordinate the work of the committee and serve as its primary point of contact, including communication with the Chief Inspector of Election, the Board Secretary, and/or staff. No change in a statement shall be made without the nominee's specific consent, except to conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the candidate does not make the statement conform to the prescribed format and/or word limit within five days of a request, the committee shall change the statement to do so. If a candidate, on request of the committee, refuses to remove significant errors of fact (but not differences of opinion) about Sierra Club or any candidate from the statement, the Secretary, at the request of the committee, shall cause a correction or note to be published in the ballot materials, subject to an appeal to the Inspectors. An asterisk or other mark in the candidate's statement may be included to make the correction clear.

(iii) The introductory material that accompanies the candidates' statements for the election of Directors shall indicate whether the candidate was nominated by the Nominating Committee or by petition. There shall also be indication after each candidate's statement and/or under each candidate's photograph, as well as on the ballot, as to whether the candidate was nominated by the Nominating Committee or by petition.

(c) Articles. (i) No articles or messages by or about individual candidates shall be published in *SIERRA*, Sierra Club newsletters, web pages, or other Sierra Club publications between the close of nominations and the date set for counting Sierra Club ballots, except (A) for routine articles or messages (defined below), or (B) if all candidates are given at least seven days written notice, through the Sierra Club's Executive Office, to submit an article or message of equal length to be published with equal prominence in the same publication.

(ii) An article or message is "about" a nominee or petition candidate if it either mentions the fact that the member is a candidate or has as its principal focus the candidate, as opposed to an incidental reference. An article or message is not "about a candidate" if it merely discusses Sierra Club's elections, the functioning of the Board, or issues presented by the election without mentioning the names of any individual candidate or expressly advocating that members vote for or against any identifiable subset of candidates. An article or message is "routine" if it (A) does not mention the fact that the author or subject is a candidate, (B) does not mention the election, (C) relates to the candidate's performance of duties in an elected or appointed Sierra Club capacity, (D) is timely for Sierra Club purposes, and (E) is sent or published only to members who would normally receive similar articles or messages. Periodic reports by the Sierra Club President to leaders and activists are routine even if the President is a candidate for reelection, so long as these reports do not mention the Sierra Club election.

(iii) During the nominating and election process, the Nominating Committee, in cooperation with the Chief Inspector of the Election, shall distribute to

appropriate chapter and group leaders and editors memos in which the following matters are discussed: the nature of the nominating process and the criteria used; (B) the availability of the petition process and a description of the procedures; (C) a statement of this Standing Rule on Promotion of Candidates; (D) a plea for orderly process in elections, asking that members vote for the candidates that in their opinion would best serve the overall interests of Sierra Club and its members.

The Secretary is authorized to include items (A) and (D), above, in an introduction to the candidates' statements distributed with the ballot, so long as no reference is made to any individual candidate or groups of candidates other than all candidates nominated by the Nominating Committee as a class. If any issues are also on the ballot, these materials should cover the rules about electioneering about them as well (SR. 11.2.2).

(d) Advertising. No Sierra Club publication, including chapter and group newsletters, web pages and electronic bulletin board systems, shall carry advertising for or against a candidate.

(e) Forums & Discussion Lists. (i) Sierra Club may have a forum for Director candidates to answer questions selected by a Forum Questions Committee appointed by the Volunteer Leadership Advisory Committee. This committee shall consist of three representatives of the Council of Club Leaders and three other members. Germane discussion of Board candidates (for example, discussing forestry aspects of a candidacy on a forestry list) may take place on any other Sierra Club discussion list, subject to the usual rules of the list and unless barred by the sponsor/owner of the list. The rules may limit the length and frequency of messages from a discussant. The poster of a message about a candidate shall send a copy of the message to the candidate.

(ii) Under the rules issued by Inspectors of the Election, Sierra Club may have a Sierra Club-sponsored election information website to provide links to election-related sites of the candidates' choosing.

(f) Meetings. Candidates or their proxies may speak to groups of Sierra Club members about their candidacy at regularly scheduled meetings and outings as long as no additional Sierra Club funds are spent. Candidates or proxies who travel to meetings at Sierra Club expense may not discuss their candidacy on the floor of the meeting other than a brief announcement that the member is a candidate. Sierra Club entities may hold scheduled candidate forums provided that all candidates are given adequate notice and an opportunity to participate.

(g) Chapter Endorsements. Chapters, but not groups or other Sierra Club entities, may vote to recommend one or more candidates in the election to the Board. Such a chapter recommendation must be adopted in a regular or special meeting by a two-thirds majority of the number of executive committee members of the chapter then in office. All candidates shall be given reasonable notice of any meeting at

which such a recommendation is to be considered and provided an opportunity to make written materials relevant to their candidacy available at the meeting, at no cost to the chapter, for consideration by the executive committee. Chapters and groups may expend Sierra Club funds to communicate such a recommendation by the publication of the following statement in the newsletters and websites of the chapter and its own groups. "The [insert chapter name] recommends a vote for [insert names of supported candidates] in the upcoming election for Sierra Club's Board of Directors."

(h) Mailings.

(i) A member's request for access to the membership list to communicate with other Sierra Club members about candidates in a Sierra Club election is a purpose reasonably related to that member's interest as a Sierra Club member. [see SR 4.1.2]. A copy of such communication and a description of the members to which it was sent must be sent to each candidate in the election and to the Executive Office at the time it is first sent to Sierra Club members.

(ii) The Executive Office will notify all candidates in the Sierra Club election of requests when all required information and fees are received ("Valid Requests"). Valid Requests for access to the membership list to communicate about candidates in a Sierra Club election must be received at least 40 days before the date set for counting the ballots in that Sierra Club election. If any such Valid Request is received, other such Valid Requests may be made until 30 days before the date set for counting ballots in that same Sierra Club election.

(iii) A Sierra Club voting member in good standing may use published Sierra Club lists, including the Leader Directory, to communicate with Sierra Club leaders about Sierra Club elections. However, e-mail addresses and telephone numbers from the Leader Directory may not be used by a Sierra Club member for fundraising of any kind.

(i) Candidate Websites. Individual candidates or groups of candidates may have their own promotional websites. To avoid any misunderstanding, the opening page of any such site must say "This site is not sponsored or supported by Sierra Club."

(j) Records and Reporting. (i) For six months after the election, candidates shall keep records of (A) contributions aggregating \$100 or more from one person (including such contributions from the candidate), which records shall include the identity (name, address and telephone number) of the contributor, date, amount of contribution, and aggregate number of that person's contributions, and (B) expenditures of \$100 or more, including recipient, amount, date and purpose.

(ii) Each candidate shall report this information to the Inspectors of Election and to the Executive Office (A) 40 days before the date set for the counting the ballots and (B) within five days of receipt of a request for the information from the Inspectors of Election or the Executive Office. The reports shall be available for inspection and

copying by any member.

Adopted 09/10-11/83; amended 09/13-14/86, 11/11-12/89, 09/18-19/93,
09/24-25/94, 11/18-19/95, 09/21-22/96, 11/15-16/97,
09/26-27/98, 11/14-15/98, 11/13-14/99, 11/16-18/01, 09/19-20/03,
11/19-20/04, 07/16/05, 11/19-20/05, 05/19-20/06, 11/19/06,
02/24/07, 09/29/07, 05/16/08, 10/16/08, 09/25/10, 10/20/11, 8/18/22

SR. 5.6.2: Complaints, Appeals, Remedies & Sanctions

(a) Complaints. Once the election process has begun, any Sierra Club member may complain to the Inspectors of Election about a violation of these Standing Rules, the Bylaws or applicable law governing the conduct of Sierra Club's annual election by any person or entity, or the Inspectors may consider a potential violation on their own. The election process will begin at the following time (i) for elections to the Board, when the Nominating Committee has made its report to the Board, or when a petitioner for Director has notified the Secretary of an intention to circulate petitions, whichever occurs sooner; or (ii) for ballot issues when the Secretary has approved a resolution and petition for circulation. To guarantee review, a complaint must be received within 10 days of an alleged violation, but the Inspectors may entertain a complaint made later. Except for complaints received within five days of an alleged violation or about the vote counting process, no new complaints will be considered if made later than five days after the date set for counting the ballots. The Inspectors may also make advisory rulings before a proposed action is taken. Decisions shall be based on Sierra Club's Bylaws and Standing Rules, in conformance with California law, to ensure a fair election.

(b) Remedies and Sanctions. The Inspectors may take such action as may be proper to conduct the election or vote with fairness to all members, including, but not limited to requiring a Sierra Club entity or member to remedy any violation through (i) an expenditure to remedy the violation or (ii) repayment to Sierra Club of the value of any resources used.

(c) Content and Availability of Rulings

(i) Written rulings of the Inspectors on complaints must state the reason(s) for the ruling, including summaries of written documents relied on by the Inspectors to support the ruling. These written rulings will be made available to the complainant and on Sierra Club's extranet as soon as practicable, accompanied on the Sierra Club extranet by the complaint leading to such ruling, if received by the Inspectors in writing.

In their discretion, the Inspectors also may make available on the Sierra Club's extranet other written documents related to their ruling or may make

such documents available to the complainant prior to their ruling, except those documents designated as attorney work-product or privileged. This subsection

(ii) shall not be the basis for any complaint or appeal to the Board.

(d) Appeals to Board

(i). A party aggrieved by any decision of the Inspectors may appeal to the Board by filing a written statement setting forth the basis of the appeal delivered by ordinary mail, email, or fax transmission to the Secretary in care of the Executive Office, with a copy to the Inspectors, within five days of notice from the Inspectors to the complainant of the Inspectors' decision, or afterwards if good cause for the delay is shown. The Board may entertain appeals at its discretion, but must decide all appeals it elects to consider within 20 days following the date set for counting the ballots. Board decisions on appeals will be transmitted in writing to the appellant and the Inspectors by the Secretary as soon as practicable.

(ii) If the Board entertains an appeal and finds that the Inspectors have erred as to the meaning of the Bylaws or Standing Rules, the Board shall state the proper meaning and remand the ruling to the Inspectors for reconsideration. If the Board entertains an appeal and finds credible and sufficient evidence that the Inspectors have erred as to a material fact supporting the ruling, the Board shall remand the ruling to the Inspectors for further investigation and reconsideration. If the Board entertains an appeal and finds that the Inspectors have not so erred, it shall affirm the ruling.

(iii) If a Director is alleged to have committed an election violation, the Director may remain present during the deliberations and the vote on an appeal from a ruling of the Inspectors about the alleged violation, but the Director shall not vote on whether to entertain the appeal or on its merits. Directors also shall not vote on an appeal involving a transaction between the Director and Sierra Club in which the Director has a material financial interest. No vote on an appeal is the act of the Board unless a majority of the Board members who are present at the meeting vote to take such action.

(e) Certification of Election. Unless an appeal of a decision made by the Inspectors is pending before the Board, the Inspectors may certify the election results and officially report them to the Secretary at the end of the fifth day after the date set for counting of the ballots. If an appeal of a decision made by the Inspectors is pending before the Board, the Inspectors may certify the election results and officially report them to the Secretary promptly after the Board declines to hear the appeal or the Board decides the appeal, or at the end of the twentieth day after the date set for counting of the ballots.

Adopted 11/18-19/95, 11/14-15/98, 09/19-20/03, 11/19-20/04 05/19-20/06

8. Each voter shall be allowed to vote for up to five (5) candidates; a voter may not

cumulate votes for any candidate. Ballots shall be returned to the principal office of the Club or to such other place as is designated by the Inspectors of Election. Ballots shall be counted on the second Saturday of April or on such later date, which shall be no later than June 1, as is set by the Board of Directors. No ballot shall be counted if received later than 12:00 o'clock noon on the date set for counting the ballots. The five (5) candidates receiving the highest number of votes shall be elected. Upon receipt of the report of the Inspectors of Election, the Secretary shall notify in writing the members elected. [5616]

9. Each Director shall be elected for a term of three (3) years. A Director may serve for an unlimited number of terms, providing that a minimum period of one year's absence from the Board shall occur after any two (2) consecutive full three-year terms. The Directors shall enter upon their term of office at the annual meeting of the Board of Directors and shall hold office until their successors have been elected and qualified. [5220] A vacancy on the Board shall occur on the death, incapacity, resignation, or removal of any Director, or otherwise as provided by law. A majority of the remaining Directors or Director then in office may elect any member in good standing to fill any vacancy for the remainder of the term, except as restricted by Paragraph 5.8. [5220, 5224]

10. Any Director or other officer of the Club may be removed from office by a majority vote of all ballots cast in a special ballot of the Club, called by a petition signed by five percent (5%) of the members and conducted as provided in Paragraph 11.3. The petition shall individually name each Director or officer whose removal is being requested. Any Director who misses three (3) consecutive meetings of the Board of Directors may be removed from office by vote of the remaining Directors. [5221, 5222, 5510]

SR. 5.10.1: Removal – Petitions

All Regular and Life members of record on April 30 shall be counted for determining the number of signatures required on a petition to call a vote to remove any Director or other officer of Sierra Club. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days.

Adopted 02/24/07

SR. 5.10.2: Termination of Membership, Suspension of Member Privileges and Other Corrective Actions and Interventions

Delegations.

(i) The Board has an obligation to protect Sierra Club from harm, ensure a safe and productive working environment for members and staff, and foster a Sierra Club in which people want to participate in its mission.

(ii) To assist in fulfilling this obligation, the Board delegates the authority for termination of Sierra Club membership to the Executive Director or designee, Sierra Club President, and chair of the Board Volunteer Leadership & Activism Committee (“the Panel”); and except as provided for in (iii) the privilege of serving in elected or appointed Sierra Club leadership positions,

This delegation does not impair the authority of the Board or any Sierra Club officer to take action required in an emergency, by law, or under the Sierra Club Bylaws and Standing Rules.

(iii) Role of the People Department. The Board delegates its authority to suspend Sierra Club membership, to take corrective action and to make recommendations on both the termination of membership and the termination of membership privileges to the People Department.

a) In cases in which the People Department recommends the termination of membership, pursuant to S.R. 2.2.6 (b)(v)(B)(1) and (2), the Panel shall assess the People Department’s reason(s) for recommendation of termination of membership and its certification that the investigation and resolution process followed the organization’s policies. If the Panel is satisfied with the People Department’s responses, then it shall approve the revocation of membership. If the Panel is not satisfied, it shall seek the advice of counsel and then remand the determination to the People Department for further information or process, so long as such requests in remand are consistent with and not violative of the organization’s policies.

(b) In cases in which the People Department recommends a permanent revocation of privileges pursuant to S.R. 2.2.6 (b)(iv)(B)(2), is the member may request review by the Panel before that revocation is effectuated.

(c) Where the People Department determines, pursuant to section S.R. 2.2.6 (b)(iv)(B)(3), that corrective action less than the termination of membership or permanent revocation of privileges is appropriate, the decision of the People Department shall be final and binding.

(d) Where the People Department determines that the scope of problems revealed in an investigation are of sufficient severity or persistence, it may recommend that the chapter or group be held accountable subject to the provisions of Bylaw 8.4.

Adopted as a policy 03/1-2/97; amended and adopted as a Standing Rule 10/15-16/97; amended 11/16-18/01; amended 02/22/03, 05/20-21/05, 05/19-20/06, 06/15/06, 02/24/07, 05/16/08, 11/20/10, 1/18/2018, 9/11/21, 5/21/22, 4/17/25

Bylaw 5 (cont.)

Section 3: Meetings

12. The Board of Directors shall hold its annual meeting for the purpose of electing officers, appointing the members of the Executive Committee, and transacting such other business as may come before it at the principal office of the Club on the first Saturday in May, or at such other place and on such other date after the new Directors are elected and qualified as are set by the Board, but in no case shall the date be later than sixty (60) days following the election. [5211]

13. Regular meetings of the Board of Directors may be set by the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any five (5) Directors. [5211]

14. The Secretary shall provide for notice of the time and place of each meeting of the Board of Directors and each meeting of the Executive Committee. Such notice shall be sent by first class mail to each Director at least two (2) weeks in advance of the meeting or communicated in person, by phone, or by telegram at least one (1) week in advance of the meeting. Notice of any regular meeting may be dispensed with by the Board if the time and place of the meeting are set at a previous meeting of the Board. [5015, 5211]

SR. 5.13.1: Board Meeting Procedures

(a) If an emergency special meeting of the Board is held under the waiver of notice provisions of Section 5211 of the Corporation Law, a reasonable attempt shall be made to contact all Directors in advance, even if they cannot be present, to inform them of the purpose of the meeting.

(b) Directors may participate in any meeting of the Board through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another and the requirements of Corporation Law are met. Such participation constitutes presence in person at the meeting. Members may attend such meetings by using equipment located at the principal office of Sierra Club.

(c) These provisions shall also apply to the Executive Committee and any other committees of the Board.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07

15. All meetings of the Board of Directors or of any executive committee or of any committee thereof shall be open to attendance by any member of the Club in good standing, but nothing herein shall prevent the Board or any committee from convening in private session for the consideration of any matter; provided,

however, the vote or final action shall be taken in open session.

Section 4: Executive Committee and Committees of the Board of Directors

16. The Board of Directors, by a majority vote of its members, shall annually appoint the members of an Executive Committee, consisting of the President, Vice President, and three (3) other Directors, and may establish and appoint such other committees of at least two (2) Directors as it deems appropriate. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. These committees shall have the power and authority to act for the Board on such matters as the Board may delegate, except as prohibited by law or these Bylaws. By majority vote of its members, the Board may at any time revoke any or all of the authority so granted. The committees shall keep regular minutes of their proceedings and report the same from time to time as the Board may require. A majority of the members of each committee shall constitute a quorum for the transaction of business by that committee. [5212]

SR. 5.15.1: Executive Committee Membership

(a) The Executive Committee consists of the President; the Vice President for Conservation; the Vice President for Chapters, Groups, and Volunteers; the Secretary; and the Treasurer. Wherever the Bylaws refer to a single Vice President, they will be understood to refer to the Vice President for Conservation.

(b) Pursuant to Bylaw 5, paragraph 5.15, the Board hereby delegates to the Executive Committee the authority:

- (i) to act for the Board in case of emergency, or when it is impracticable to convene the entire Board;
- (ii) to supervise conservation-related legal actions to be filed in the name of Sierra Club, and to exercise supervisory authority over the Litigation Committee.
- (iii) to conduct regular performance evaluations for and to set the salary of the Executive Director, with the appointment of the Executive Director reserved to the full Board;
- (iv) to approve the President's appointments of members of committees that report directly to the Board, including: Nominating, Ballot Statement Review, and Advancement Committees, with the memberships of the Board Advisory Committees, Investment Committee, and Inspectors of the Election being reserved for the full Board;
- (v) to approve recipients of national volunteer Sierra Club awards;
- (vi) to appoint the auditors for the annual audit of Sierra Club's financial records;
- (vii) to assist the President in planning and evaluating Board meetings, working sessions, and retreats;
- (viii) to remove members from leadership positions or from Sierra Club, under

the limited circumstances provided in these Standing Rules;
(ix) to approve variations in Sierra Club's logo text; and
(x) to exercise the Board's discretion with respect to indemnification and advancement of defense costs to other corporate "agents" as provided in SR. 5.1.1.

Adopted 09/10-11/83; amended 09/24-25/94, 02/22/02; 05/16-17/03,
09/19-20/03, 05/19-20/06, 02/24/07, 05/16/08, 5/22/21

Bylaw 6: OFFICERS

1. The officers of the Club shall be a President, Vice President, Secretary, and Treasurer (Chief Financial Officer), elected annually by the Board of Directors, an Executive Director, appointed by the Board, and such other officers as the Board may annually appoint or authorize the President or Executive Committee to appoint. When the duties do not conflict, a person, other than the President, may hold more than one office. Officers other than the President, Vice President, Secretary, and Treasurer need not be Directors. The Board may, by unanimous vote, elect annually an Honorary President and Honorary Vice Presidents, who shall become members of the Club exempt from payment of dues. All officers shall serve at the pleasure of the Board and other appointing authority, if any, subject, however, to the rights of any officer under a contract of employment. [5213]

SR. 6.1.2: Use of Officer Titles

In order to protect their distinctiveness and stature, the following titles, when used to designate any officer or staff member of Sierra Club, may be used only as designated in the Bylaws or with the approval of the Board; no subunit of Sierra Club may use these titles:

President, Honorary President, Vice President, Honorary Vice President, Vice President for [function or region], Director, Executive Director, Chairman of Sierra Club, Director of [department], Conservation Director, Vice President for Conservation, Vice President for Chapters, Groups, and Volunteers.

Adopted 09/26-27/87; amended 05/19-20/06, 5/22/21

2. The President shall preside at all meetings of the Club, the Board of Directors, and the Executive Committee. The President shall exercise general supervision over the affairs of the Club and shall have such other powers and duties as are prescribed by law, by these Bylaws, or by the Board.

3. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other duties as may be prescribed from time to time by the Board of Directors.

4. The Secretary shall keep a full and complete record of the proceedings of the

Board of Directors and shall discharge such other duties as pertain to the office or are prescribed by law, by these Bylaws, or by the Board. In the absence of both the President and Vice President from any meeting, the Secretary shall call the meeting to order, and an acting president shall be elected by the meeting.

- 5. The Treasurer shall be the Chief Financial Officer of the Club and shall have such powers and duties as are prescribed by law, by these Bylaws, or by the Board. [5213]**
- 6. The Executive Director shall be selected by and accountable to the Board of Directors. The Executive Director shall be the general manager and chief executive officer of the Club, subject to the supervision of the President and the Board. The Executive Director shall be responsible for the employment and direction of staff to advance the objectives of the Club in coordination with the activities of the members, shall report from time to time to the Board on the activities of the Club and its financial condition, and shall have such other duties as are prescribed from time to time by the Board. [5213]**

Bylaw 7: SIERRA CLUB COUNCIL

- 1. The Sierra Club Council shall be composed of one delegate from each chapter and one delegate from each committee authorized by the Board of Directors to appoint a delegate. Chapter delegates and alternates either shall be appointed by the executive committee of the chapter from among the elected members of that committee or shall be elected directly by the membership of the chapter, as specified in the chapter's bylaws. Committee delegates and alternates shall be appointed by the committee from its membership. The alternate delegate shall serve in the absence of the delegate. Each delegate and alternate shall serve at the will of the appointing body and must be a member of the Club in good standing.**

SR. 7.1.1: Sierra Club Council

The Sierra Student Coalition and the Chapter Chairs Representatives are authorized to appoint a delegate to the Sierra Club Council.

Adopted 11/21-22/81; amended 09/24-25/94, 05/18/02, 05/19-20/06,
06/20/19

- 2. No Director shall be eligible to serve as a member of the Council.**
- 3. The Council may make recommendations to the Board or any appropriate committee on any matter affecting the Club and may act upon matters delegated to it by the Board or these Bylaws.**
- 4. The Council shall elect its own officers and establish its own rules of procedure.**

Bylaw 8: CHAPTERS

- 1. Members of the Club who reside in the same region may, with the approval of the**

Board, form a chapter of the Sierra Club. No chapter shall be approved unless an application has been filed with the Board. The application shall be signed by at least fifty (50) members of the Club in good standing who are residents of the designated region. The application shall state the proposed boundaries and name chosen by the applicants for the chapter.

- 2. As soon as the formation of a chapter has been approved by the Board, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory announcing the action of the Board and setting the schedule for election of the first executive committee of the chapter and for adoption of bylaws. The notice shall name three of the members who signed the application as temporary officers.**
- 3. The election of an executive committee to manage the affairs of the chapter and the adoption of bylaws shall be carried out through procedures established by the Sierra Club Council. The bylaws of a chapter shall not contain anything that is at variance with the expressed purposes of the Club or with these Bylaws and shall be approved as specified by the Board before becoming effective. A chapter may not change its name, its boundaries, or its bylaws without approval as specified by the Board.**

SR. 8.3.1: Chapter Subentities

Chapters may create and dissolve subentities to carry out the purposes of Sierra Club, including but not limited to groups, sections, and committees.

- (a) Groups: Where established by chapters, groups are fundamental organizing units of Sierra Club, responsible to Sierra Club and their chapters for acting in furtherance of Sierra Club policies and rules, and to their members for providing effective opportunities for local participation in carrying out Sierra Club's mission.
 - (i) Chapter members residing in a contiguous area may petition the chapter executive committee to form a group, subject to chapter approval of the formation and chapter and Sierra Club approval of the group's bylaws. No member shall belong to more than one chapter and group. Chapters are not required to establish groups in any particular area of their jurisdiction.
 - (ii) The election of an executive committee to manage the affairs of a group and the adoption of bylaws shall be carried out through procedures established by the Sierra Club Council. The bylaws of a group shall not contain anything that is at variance with the expressed purposes of Sierra Club or with Sierra Club or chapter bylaws, and shall be approved as specified by the Board before becoming effective. Each group shall have at least one voting representative on the chapter executive committee.
 - (iii) Groups must meet the following minimum standards:
 - (A) Have a fully functioning executive committee, which holds

regular meetings, keeps minutes and holds regular elections.

(B) Meet standards for fiduciary responsibility and adhere to Sierra Club policies.

(C) Offer a range of current opportunities for member participation.

(D) Engage in one or more active conservation campaigns.

(E) Communicate regularly with group members.

(F) Build Sierra Club visibility in the group's community.

(b) Sections – Chapter or group members interested in special activities consistent with Sierra Club purposes may petition the chapter or group executive committee to form sections, subject to chapter or group approval of section operating procedures or bylaws.

(c) Chapter subentities may be dissolved according to procedures established by the Sierra Club Council.

Adopted 05/19-20/01; amended 07/20/02, 05/19-20/06

S.R. 8.3.2: Consistent with Sierra Club policies and priorities as set by the Board of Directors or its designees, chapter executive committees and other chapter committees, groups, and sub-entities established by chapter executive committees pursuant to approved chapter bylaws and standing rules shall have the authority, in close partnership with Sierra Club staff, to approve chapter budgets, set priorities, and establish positions on conservation issues within their chapter boundaries.

Adopted 08/03/24

- 4. The Board may, by affirmative vote of at least nine (9) Directors, suspend or annul a chapter if, in the judgment of the Board, such action is in the best interest of the Club. Such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter until the following conditions are met: (1) written specification of the ground or grounds upon which the proposed action is to be based shall have been furnished to the members of the chapter involved and to the officers of the Sierra Club Council; (2) a reasonable opportunity shall have been provided for members of the chapter to present evidence in opposition to the proposed action with a full opportunity to be heard thereon; and (3) the advice of the Sierra Club Council on the proposed action shall have been received.**
- 5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to its privileges. No member shall belong to more than one chapter. Any member may, upon written application to the principal office of the Club, become a member of the chapter of the member's choice.**
- 6. No dues shall be assessed or collected by a chapter; however, consistent with the policies of the Board, chapters may conduct fundraising and other activities which require members, as well as others, to pay a fee in order to participate. Each**

chapter shall be entitled to receive from the Club a portion of the dues collected from the membership, such amount to be determined in a manner specified by the Board of Directors. Such amounts shall be payable to the treasurers of the chapters quarterly as collected. Nothing in this section shall prevent the Board from allotting additional funds to chapters for specific purposes.

S.R. 8.6.1: Bank, Savings, and Investments Accounts

Sierra Club chapter subentities within the United States having any bank, savings or investment account, must have on that account the signature of an officer, generally the treasurer or chair, of that chapter.

Adopted 03/01-02/97; amended 09/20-21/97, 05/19-20/06

- 7. A chapter cannot borrow money or own real estate. The Board may, however, place the management of any of the Club's property in the hands of a chapter. All members of the Club shall have equal privileges on such property.**
- 8. Each chapter is authorized to undertake such activities as are consistent with the purposes of the Club and are not prohibited by the Board by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.**

Bylaw 9: COMMITTEES

- 1. The Board of Directors may provide for the establishment and appointment of such standing or special advisory committees as it deems necessary and appropriate to advance the purposes of the Club. All members of the Club shall be eligible for membership upon all committees so established.**

SR. 9.1.1: Litigation Committee

The Litigation Committee has the authority to approve and oversee conservation-related legal actions, subject to supervision, including reversal, by the Board or the Executive Committee. The Litigation Committee shall be composed of seven members appointed by the President and confirmed by the Executive Committee. The Litigation Committee shall adopt approval procedures for Sierra Club participation in formal legal actions, including lawsuits, formal administrative proceedings, and settlements, and shall recommend for adoptions by the Board procedures permitting Sierra Club subunits and Sierra Club staff to initiate informal legal actions.

Adopted 09/19-20/03; amended 11/19-20/04, 05/19-20/06

SR. 9.1.2: Investment Committee

The Investment Committee is composed of the Treasurer as chair, the President, a third Director to be elected by the full Board, and the Chair of the Investment Advisory Committee. The Chief Financial Executive and the Investment Advisory Committee shall serve as advisors to the Investment Committee. The Investment Committee shall have authority to direct the investment of Sierra Club funds according to the general investment policies adopted from time to time by

the Board. The Investment Committee shall report at least annually to the Executive Committee on the state of Sierra Club's investment portfolios. Adopted 02/4-5/84; amended 05/19-20/06, 02/24/07,

09/29/07,

05/16/08

- 2. Regional committees, made up of delegates from two or more adjacent chapters, may be established by the Board of Directors and shall have such authority to act on matters within their respective regions as is delegated to them by the Board.**

Bylaw 10: ENDOWMENT FUND

- 1. All moneys received for life memberships, and such other funds as may be received or appropriated by the Board of Directors for permanent investment, shall be separately and securely invested as an Endowment Fund, of which only the income may be appropriated for expenditure; provided, however, the Fund may be used as collateral to borrow money for limited periods of time to advance the purposes of the Club when such a policy is approved by a majority of the Board. [5240]**

Bylaw 11: BALLOTS OF THE CLUB

- 1. Whenever the Board of Directors or the President shall decide that any question is of such importance that it should be submitted to a vote of the membership of the Club, or whenever such a vote is required by law or these Bylaws, the Board shall certify to the Secretary the form in which such question shall be submitted to the membership. [5510, 5513]**
- 2. Except as provided in Bylaw 5.10, whenever a number of members of the Club equal at least to two percent (2%) of the number of ballots cast at the immediately preceding annual election for Directors shall request in writing that a resolution be adopted by the Club, the Board may adopt the resolution by majority vote, unless the petition specifically requests a vote of the membership or such a vote is required by law or these Bylaws; if the resolution is not so adopted, the Board shall certify it to the Secretary for a vote of the members. The Board shall specify the procedure for the initiation and circulation of such petitions, including approval of the wording to assure that it is properly framed.**

(a) Issues Under Consideration for Petitions. Sierra Club resources, such as chapter and group newsletters or websites, may cover issues that might be the subject of future petitions. Newsletter editors and website managers, if they are aware that a petition drive is contemplated, shall make every effort to ensure balanced coverage of such topics by featuring alternative views. Such coverage shall ensure that draft issue petitions that have not been approved by the Secretary are not confused with any that have been so approved.

(b) Content of Resolution. A resolution presented by petition (i) may seek to amend the Bylaws, contingent on approval by the Board, pursuant to Bylaw 13.1, (ii) if it seeks to change policy, shall be restricted to a single subject and may not restate existing policy except to show how the proposed policy differs and (iii) if it proposes to amend the Bylaws, shall follow the form of the Bylaws.

(c) Contents and Form of Petition. The petition shall contain the full wording of the resolution, as approved by the Secretary, at the top. Bylaws that would be amended shall be set forth in the petition. Existing policy, programs or priorities that would be changed by a resolution shall be stated or summarized in the petition, to show the change. Petitions must use the signature forms created by the Executive Office or full-sized copies thereof. The back of the petition may be used for additional background material, and the bottom may specify mailing directly to the Executive Office or some other place.

(d) Petitioners. The petition shall designate between one and three members as lead petitioners, including name, address and membership number, which shall appear on each copy of the petition circulated.

(e) Approval. The petition shall be submitted to the Secretary at the Executive Office of Sierra Club before being circulated. The Secretary shall respond within 20 days, either (i) approving the resolution and petition, (ii) disapproving the resolution as violating this Standing Rule, Sierra Club Bylaws, or law, or (iii) recommending changes (A) to make the form of the resolution or petition conform to Sierra Club rules, (B) to clarify the meaning of the resolution, or (C) to compose the resolution properly without changing its intent.

(f) Signatures and Use of Sierra Club Resources in Circulating Petitions. Each signature on a petition shall be accompanied by the date of signing and the membership number and/or address of the signer. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days and must have signed the petition within six months of the date of its submission. Without authorization of the Board, or except as provided for in the Bylaws or these Standing Rules, no Sierra Club funds or other resources, including those of Sierra Club entities, shall be used for the circulation or solicitation of signatures on approved petitions, except that newsletters and websites may carry a brief news item to inform readers that a petition question has been approved for circulation, the text of that question, and contact information

for the lead petitioner. If and when an opposing position to the proposed question emerges, newsletters and websites should also provide similar contact information.

(g) Submission of Petitions. Petitions proposing a resolution for adoption by the Board of Directors or the membership of Sierra Club may be submitted at any time. Signed petitions shall be submitted to the Executive Office. Petitions that may require a vote of the membership shall be delivered in original, facsimile, or by electronic transmission capable of being printed in clearly legible tangible form to the Secretary in care of Sierra Club's Executive Office by noon Pacific time on the last business day four weeks before the last regular meeting of the Board before the closing date for nominations for Director to assure qualification to the annual ballot. Acceptance by a regulated carrier that commits to delivery by the deadline shall constitute timely delivery, provided that actual delivery occurs not more than one day late.

(h) Retention. Petitions shall be retained by the Executive Office for one month after counting of the ballots.

SR. 11.2.2: Structure of the Ballot and Ballot Materials: The Secretary shall prepare the ballot and accompanying materials relating to ballot questions in a manner that clearly presents the question or questions posed and, if changes or amendments to existing policy or procedures are proposed, the current provision(s), or a summary thereof, shall also be stated for comparison. If more than one alternative to existing policy is proposed, members shall be given a choice among them and a "none-of-the-above" option. The ballot shall state that this option would preserve existing policy. Any ballot issue must receive a majority of the votes cast to prevail, provided that a quorum votes on the issue. The ballot pamphlet and ballot itself shall make clear the recommendation of the Board, if any is made, on any ballot measure.

Adopted 12/10-11/94; amended 11/14-15/98, 11/16-18/01, 05/19-20/06,
02/24/07, 02/27/10

SR. 11.2.3: Complaints, Appeals, Remedies & Sanctions: The provisions of Standing Rule 5.6.2 apply to ballot issues.

Adopted 11/14-15/98, 05/19-20/06

3. The Secretary shall have the question or questions, certified according to Paragraph 11.1 or 11.2 above, printed for mailing at the next annual balloting of members for the election of Directors or at such special vote of the members as the Board or President shall request. A written petition submitting a resolution must be delivered to the principal office of the Club by the date set by the Board of Directors in order for it to be qualified for presentation on the annual ballot. The ballot shall be printed so as to enable the members to express approval or disapproval of each resolution. The mailing of the ballot and the counting of the votes shall be conducted in the same manner as for the election of Directors (Bylaw 5, Section 2). The ballot shall be accompanied by a statement setting forth

arguments for and against the question and stating the number of approvals necessary to pass the measure submitted. [5513]

SR. 11.3.1: Promotion of Positions on Ballot Issues

(a) Ballot Statements

(i) Coordinators.

One statement each in support of and in opposition to each ballot issue shall be distributed with the ballot mailed to each member. The petitioners shall designate, in writing (by letter, fax or e-mail) to the Secretary in care of the Executive Office, a position coordinator to be responsible for overseeing the preparation and submission of the statement in favor of the ballot issue. To identify position coordinators for any other required opposing or supporting statements, the Secretary shall consult with potential opponents or supporters of the ballot issue and designate position coordinators to be responsible for overseeing the preparation and submission of these statements. No coordinator shall be a candidate for the Board in the same election. If no statement supporting or opposing a ballot question is received by the deadline provided in these rules, the Secretary shall inform the Chief Inspector of Election and President, and then the President, or the President's delegee, will prepare a statement that provides a summary of arguments supporting or opposing the question, identifies the preparer, and indicates that no other statement was received.

(ii) Requirements.

(A) Each position statement, pro and con, shall have a maximum of 400 words, including the names and affiliations of the signers. Coordinators must submit with all statements evidence that any listed endorsers have agreed to be so listed. No candidate for Director shall be shown as a signer of this or of either of the statements provided for in subsection (b) of this Standing Rule.

(B) The Secretary shall prescribe the form of the statements, considering such issues of form as are set forth in subsection (b) of Standing Rule 5.6.1. The Secretary shall review each statement for form and significant errors of fact about Sierra Club or the resolution. No change in a statement shall be made without the coordinator's specific consent, except to conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the coordinator does not make the statement conform to the prescribed format and/or word limit within five days of a request, the Secretary shall change the statement to do so. If a coordinator refuses to remove significant errors of fact (but not differences of opinion) about Sierra Club or the resolution, the Secretary shall cause a correction to be published in the ballot materials, with an asterisk or other mark in the position statement as may be necessary to make the correction clear.

(C) Deadline. The deadline for receipt of statements for or against ballot issues at the Sierra Club Executive Office in original, facsimile or e-mail shall be noon Pacific time on the last business day on or before the Friday after the last regular meeting of the Board before the close of nominations, unless the Board has put an alternative question on the same subject on the ballot, in which case the deadline shall be noon Pacific time on the last business day on or before the fourth Friday after this meeting. If a ballot question is initiated by the Board at its last regular meeting before the close of nominations, the deadline for receipt of statements for or against it is noon Pacific time on the third Friday following that Board meeting.

(b) Promotion of Positions (Electioneering)

(i) SIERRA Statements. If time and space permit, the promoters of each position shall be allocated equal space in an issue of *SIERRA* that is distributed in advance of the election to expand the arguments presented in the ballot statements. The names and principal identifications of the signers of the statement shall be included in the space allotment. Excepting questions of legality (libel, fraud, etc.), *SIERRA* shall not exercise editorial control over the material submitted. The Executive Director shall determine the appropriateness of timing and amount of space available. Due to time and space limitations, there shall be no exchange of statements and no rebuttals of the opposing statement except as arranged by the two coordinators between themselves.

(ii) Statements for Newsletters. Additional statements of no more than 750 words, including the names and principal identifications of the signers, expanding on the ballot statements may be submitted to the Executive Office in original, facsimile, or e-mail by noon Pacific time on the last business day on or before the third Friday after the last regular meeting of the Board before the closing date for nominations, unless the Board has put an alternative question on the same subject on the ballot, in which case the deadline shall be noon Pacific time on the last business day on or before the fifth Friday after this meeting.

(A) These statements shall be distributed to the editors of all Sierra Club newsletters of record in the volunteer leadership file. Due to time and space limitations, there shall be no exchange of statements and no rebuttals of the opposing statement except as arranged by the position coordinators.

(B) Newsletters and other Sierra Club publications, including web pages, may publish these or any other official statements, including the *SIERRA* statements, if

they publish the statements on both sides. They may also publish matched opinion pieces on both sides of approximately equal length written for this purpose, by their local members or by others.

(iii) Editorial Positions. Editorial positions taken in chapter and group newsletters on ballot questions must represent the position of the respective chapter or group executive committee as adopted in a regular or special meeting.

(iv) Letters to the Editor. Letters to the editor on ballot questions, if any are published, shall, as a whole, reflect a balance of positions on the issue insofar as possible. Letters must be signed.

(v) Advertising. No advertising may be accepted promoting a position on a ballot issue in a Sierra Club newsletter.

(vi) Web Page Links. Any mention in a Sierra Club publication, including a web page, of, or link to, a web page formally designated by one side of a ballot issue must be matched by a corresponding mention of or link to a page designated by the other side of a ballot issue, unless the other side has not responded with a web page address to a request for it from the publisher of the reference or the Sierra Club Secretary or webmaster.

(vii) Use of Sierra Club Resources. Without authorization of the Board of Directors, no Sierra Club funds or other resources, such as official publications and other forums or means of communication, including newsletters and web pages, and including those of chapters, groups and other entities, shall be used in support of or opposition to any ballot issue, unless both sides have the same opportunity.

(viii) Mailing Lists.

(A) A voting member's request for access to the membership list to communicate with other Sierra Club members about a ballot issue in a Sierra Club election is a purpose reasonably related to that member's interest as a Sierra Club member.

(B) The Executive Office will notify the position coordinators in the Sierra Club election of requests when all required information and fees are received ("Valid Requests"). Valid Requests for access to the membership list to communicate about a ballot issue in a Sierra Club election must be received at least 40 days before the date set for counting the ballots in that Sierra Club election. If any such Valid Request is received, other such Valid Requests may be made until 30 days before the date set for counting ballots in that same Sierra Club election.

(C) Leader Directory. A Sierra Club voting member in good standing may use

published Sierra Club lists, including the Leader Directory, to communicate with Sierra Club leaders about Sierra Club elections. However, e-mail addresses and telephone numbers from the Leader Directory may not be used by a Sierra Club member for fundraising of any kind.

(ix) Forum.

(A) Under rules issued by the Inspectors of the Election, Sierra Club may have a forum for discussion of each ballot issue or each set of alternative ballot issues. The rules may limit the length and frequency of messages from a discussant.

(B) The Inspectors of the Election may issue rules for a ballot question information website to provide links to election-related sites of the position coordinators' choosing.

(x) Records and Reporting.

(A) For six months after the election, petitioners and position coordinators shall keep records of contributions aggregating \$100 or more from one person, including identity (name, address and telephone number) of the contributor, date, amount of contribution and aggregate amount of that person's contributions; and expenditures over \$100, including recipient, amount, date and purpose. A coordinator shall provide this information to the Inspectors of election within (1) five days of receipt of a request for the information by e-mail, fax or delivery (add three days for mail) within 60 days before or 30 days after the date set for counting the ballots; or (2) 10 days at other times.

(B) Coordinators shall report the aggregate amount of contributions and expenditures 45 days before the date set for counting the ballots and 15 days after that date. Individual contributions and expenditures of \$100 or more, including the identity of the contributor or recipient, shall be reported to the Executive Office within 10 days of receipt and within 15 days before the date set for counting the ballots. The reports shall be available for inspection and copying by any member.

Adopted 05/2-3/81 & 09/13-14/86; amended 09/20-21/97, 09/26-27/98,
11/14-15/98, 11/13-14/99, 11/16-18/01, 09/19-20/03, 11/19-20/04,
07/16/05, 05/19-20/06, 05/16/08

4. A majority of all the ballots cast on each question shall decide the question except as otherwise provided in these Bylaws, provided that such votes represent at least a majority of the votes required for a quorum. [5512, 5513]

Bylaw 12: CONSTRUCTION OF BYLAWS

1. On all questions as to the construction or meaning of these Bylaws and the rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by

the Club by a vote as provided for in Bylaw 11.

Bylaw 13: AMENDMENTS TO BYLAWS

- 1. These Bylaws are fundamental and shall not be added to, amended, or repealed except by a resolution approved by the Board of Directors and approved by the affirmative votes of two-thirds (2/3) of the members voting on a given matter or group of related matters as specified in Paragraph 11.3, provided that such affirmative votes represent at least two-thirds (2/3) of the votes required for a quorum. The approval of the members may be before or after the approval by the Board. When permitted by law, however, the Board may, by affirmative vote of two-thirds (2/3) of the Directors and with the concurrence of the Sierra Club Council, amend the Bylaws to conform to law. [5150]**

- 2. Bylaws 1 and 2 cannot be amended without concurrent amendment of the corresponding Articles of Incorporation, as provided by law. [5810-5812]**

Attachment 4

Expert Witness Task Order, Invoices, and Time Allocation

SIERRA CLUB TASK ORDER

(for use with Master Service or IC Agreement)

Date Executed: July 15, 2025

Project Name: PG&E and SoCalEdison Cost of Capital Applications

Task Order #: ELP753

Pre-Reimbursement Not to Exceed Amount: \$40,000

Payment Terms: Invoices billed and paid monthly. NOTE: Invoices must be billed monthly to ensure timely payment. Email invoices to katherine.ramsey@sierraclub.org and jasmine.white@sierraclub.org.

*****Please reference: CL1684 when invoicing*****

Timeline:

- Initial draft of testimony due July 25, 2025
- Feedback from Sierra Club due July 28, 2025
- Final testimony submitted to CPUC July 30, 2025 (pending Scoping Memo)
- Possible cross-examination (if necessary) Sept. 3-5 and/or 8 (pending Scoping Memo)

Deliverable: Written testimony on (1) the reasonableness of PG&E and SoCalEdison’s applications for their proposed returns on equity and how those proposals relate to the utilities’ actual cost of equity; (2) the actual minimum return necessary for these utilities to attract capital, and (3) recommendations on how to protect ratepayers with an appropriate rate of return and capital structure.

Tasks: Draft discovery requests; review PG&E and SCE application materials; critique utility model; prepare draft testimony for Sierra Club review; revise draft testimony in response to Sierra Club feedback; and attend hearing, if necessary

Project Team: Mark Ellis

Budget:

Name	2025 Pre-Reimbursement Hourly Rate	2025 Hourly Rate	Estimated Hours
Mark Ellis	\$240	\$1165	166.66
Reasonable hours incurred beyond 166.66 hours will be compensated and reimbursed only on a contingency fee basis.			

Mr. Ellis will bill Sierra Club at the hourly market rate of \$1165 for work performed in 2025, based on his CPUC-approved rates for 2022 and the escalation methodology adopted by the CPUC in Resolution ALJ-393 and remains within the range of hourly rates the CPUC adopted for experts with Mr. Ellis’ experience level. For future years, Mr. Ellis’ 2025 market rate will be adjusted annually effective January 1 by the escalation methodology adopted by the CPUC in Resolution ALJ-393.

Any travel time will be billed at one-half of the hourly rate. If Mr. Ellis incurs any direct expenses (such as travel expenses) for which he seeks payment from Sierra Club separate from the agreed-upon hourly rate, Sierra Club and Mr. Ellis will discuss and mutually agree on the treatment of such expenses.

In the monthly invoices, Mr. Ellis will submit detailed, daily timesheets for work on behalf of Sierra Club and detailed accounting of any expenses. Upon receipt of an invoice, Sierra Club will pay a portion of Mr. Ellis agreed upon rate: \$240 and all reasonable billed expenses. The remainder of Mr. Ellis' hourly billing rate will be deferred pending the receipt of Sierra Club's intervenor compensation from the CPUC. Mr. Ellis and Sierra Club agree that if Mr. Ellis reasonably incurs more than 166.66 hours, Mr. Ellis shall be compensated and reimbursed solely on a contingency fee basis.

When Sierra Club includes Mr. Ellis' work as a part of its intervenor compensation filing, Mr. Ellis acknowledges and agrees that Sierra Club will retain any sums obtained for his work through intervenor compensation up to the total amount of fees and costs paid up front to Mr. Ellis. After Sierra Club has been reimbursed in full for all payments made to Mr. Ellis relating to work in a proceeding for which Sierra Club has been deemed eligible for intervenor compensation, any remaining amounts for Mr. Ellis' work will be payable to him. Mr. Ellis and Sierra Club understand that the CPUC may not fully reimburse Sierra Club for work performed by Mr. Ellis or may not approve his requested hourly rate. In that event, after reimbursement to Sierra Club for all payments made to Mr. Ellis, Sierra Club will pay him the deferred invoiced amounts net of any amounts disallowed by the CPUC. When and if intervenor compensation is received, Sierra Club will promptly remit payment to Mr. Ellis.

Mr. Ellis acknowledges that the decision of how to apply for intervenor compensation and what information or data to include in any such application is solely within the discretion of Sierra Club. Mr. Ellis acknowledges and agrees that Sierra Club's ability to file for intervenor compensation does not guarantee a right to receive intervenor compensation, or any specific amount of intervenor compensation, and that the decisions as to Sierra Club's eligibility and amounts to be received reside solely with the CPUC, and not with Sierra Club.

Mr. Ellis agrees to provide in a timely fashion all necessary records and information needed for Sierra Club to file all paperwork required by the CPUC for intervenor compensation requests. Mr. Ellis waives the right to recover any difference between the rates in this agreement and rates recovered as intervenor compensation if he fails to timely provide information to Sierra Club and Sierra Club is prevented from preparing intervenor compensation request(s) for his services.

Sierra Club Obligations (if any):

- SC agrees to mark all confidential information clearly
- SC agrees to provide timely feedback on draft testimony

This Task Order may be modified only upon mutual, written confirmation of parties.

For Mark E. Ellis

DocuSigned by:

02E15E0F81674F8...

Mark Ellis
Consultant

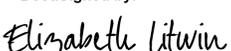
Date 11/12/2025

For Sierra Club, Project Manager

DocuSigned by:

3E8C5155DA4140B...

Katherine Ramsey
ELP Attorney

DocuSigned by:

951B7D28DF2144A...

Elizabeth Litwin
Operations Manager

Date 11/12/2025

INVOICE

Mark Ellis

8595 Nottingham Place
La Jolla, CA 92037
mark.edward.ellis@gmail.com
Phone: (619) 507-8892

To:

Ms. Katie Ramsey, Ms. Jasmine White
Sierra Club
2101 Webster Street, Suite 1300
Oakland, CA 94612
(415) 977-5627
katherine.ramsey@sierraclub.org, jasmine.white@sierraclub.org

Invoice #: 20-001
Ref: CL1684
11/1/2025

<u>Date</u>	<u>Description</u>	<u>Hours</u>
11/1/25	Task Order #: ELP753 -- PG&E and SoCalEdison Cost of Capital Applications direct and rebuttal testimony and other proceeding support	110.10
	Total	110.10
	<u>x Hourly rate</u>	<u>\$1,165.00</u>
	Subtotal	\$128,266.50
	<u>Less intervenor compensation deferral</u>	<u>-\$101,842.50</u>
	Total due	\$26,424.00

Payment details

Bank Name: Wells Fargo, N.A.
Account Number: 7463249644
ABA Number (ACH credits): 121042882

INVOICE

Mark Ellis

8595 Nottingham Place
La Jolla, CA 92037
mark.edward.ellis@gmail.com
Phone: (619) 507-8892

To:

Ms. Katie Ramsey, Ms. Jasmine White
Sierra Club
2101 Webster Street, Suite 1300
Oakland, CA 94612
(415) 977-5627
katherine.ramsey@sierraclub.org, jasmine.white@sierraclub.org

Invoice #: 20-002
Ref: CL1684
1/1/2026

<u>Date</u>	<u>Description</u>	<u>Hours</u>
11/16/25	Rvw PD	0.40
11/18/25	SC PD press release review	0.40
11/23/25	Rvw PD -- savings analysis	1.70
Total		2.50
<u>x Hourly rate</u>		<u>\$1,165.00</u>
Subtotal		\$2,912.50
<u>Less intervenor compensation deferral</u>		<u>-\$2,312.50</u>
Total due		\$600.00

Payment details

Bank Name: Wells Fargo, N.A.
Account Number: 7463249644
ABA Number (ACH credits): 121042882

CA COC 2026 M. ELLIS TIME ALLOCATION

Total	228.9	118.80	110.10
4/30/2025	16.6	8.3	8.3
7/31/2025	120.6	61.8	58.9
8/31/2025	71.5	35.0	36.5
9/30/2025	17.2	12.7	4.6
10/31/2025	3.0	1.1	1.9

Date	Task	Hours	Allocation	PCF	SC
4/17/2025	Protest review and testimony citations	3.8	Joint	1.90	1.90
4/18/2025	Protest review and testimony citations	0.2	Joint	0.10	0.10
4/19/2025	MD call	1.4	Joint	0.70	0.70
4/20/2025	Protest review and testimony citations	5.9	Joint	2.95	2.95
4/21/2025	Protest review and testimony citations	3.7	Joint	1.85	1.85
4/24/2025	Protest review and testimony citations	1.6	Joint	0.80	0.80
7/17/2025	SDG&E COC analysis	5.9	Joint	2.95	2.95
7/18/2025	SDG&E COC analysis	2.2	Joint	1.10	1.10
7/18/2025	MD call	1.3	PCF	1.30	0.00
7/18/2025	UCAN conf call	0.7	PCF	0.70	0.00
7/18/2025	SDG&E COC analysis	2.3	Joint	1.15	1.15
7/19/2025	SCG COC analysis	1.8	Joint	0.90	0.90
7/19/2025	SDG&E COC analysis	1.9	Joint	0.95	0.95
7/20/2025	Draft testimony	1.1	Joint	0.55	0.55
7/20/2025	SCG COC analysis	0.5	Joint	0.25	0.25
7/20/2025	Draft testimony	1.0	Joint	0.50	0.50
7/20/2025	PG&E COC analysis	0.4	Joint	0.20	0.20
7/20/2025	SCG COC analysis	4.4	Joint	2.20	2.20
7/21/2025	Draft testimony	11.0	Joint	5.50	5.50
7/22/2025	Draft testimony	0.9	Joint	0.45	0.45
7/22/2025	SCG COC analysis	0.9	Joint	0.45	0.45
7/22/2025	Draft testimony	3.6	Joint	1.80	1.80
7/23/2025	PG&E COC analysis	0.3	Joint	0.15	0.15
7/23/2025	Draft testimony	3.9	Joint	1.95	1.95
7/23/2025	SCG COC analysis	0.2	Joint	0.10	0.10
7/24/2025	PG&E COC analysis	0.4	Joint	0.20	0.20
7/24/2025	SCE COC analysis	1.3	Joint	0.65	0.65
7/24/2025	Draft testimony	0.2	Joint	0.10	0.10
7/24/2025	SCE COC analysis	0.3	Joint	0.15	0.15
7/24/2025	Draft testimony	2.5	Joint	1.25	1.25
7/24/2025	MD call	0.7	PCF	0.70	0.00
7/24/2025	MD KR call	1.3	Joint	0.65	0.65
7/24/2025	Draft testimony	0.4	Joint	0.20	0.20
7/25/2025	SCE COC analysis	0.9	Joint	0.45	0.45
7/25/2025	PG&E COC analysis	1.6	Joint	0.80	0.80
7/25/2025	SCE COC analysis	1.2	Joint	0.60	0.60
7/25/2025	PG&E COC analysis	2.4	Joint	1.20	1.20
7/25/2025	SCE COC analysis	1.3	Joint	0.65	0.65
7/25/2025	MD call	0.3	PCF	0.30	0.00
7/25/2025	SCE COC analysis	0.2	Joint	0.10	0.10
7/25/2025	KR call	0.2	SC	0.00	0.20
7/25/2025	SCE COC analysis	0.5	Joint	0.25	0.25
7/25/2025	PG&E COC analysis	0.3	Joint	0.15	0.15
7/26/2025	Draft testimony	7.5	Joint	3.75	3.75
7/26/2025	MD KR email	0.2	Joint	0.10	0.10
7/26/2025	Draft testimony	2.0	Joint	1.00	1.00
7/27/2025	Draft testimony	9.8	Joint	4.90	4.90
7/28/2025	Draft testimony	14.5	Joint	7.25	7.25
7/29/2025	Draft testimony	3.2	Joint	1.60	1.60
7/29/2025	KR call	0.2	SC	0.00	0.20
7/29/2025	Draft testimony	2.5	Joint	1.25	1.25
7/29/2025	MD call	0.3	PCF	0.30	0.00
7/29/2025	Draft testimony	1.7	Joint	0.85	0.85
7/30/2025	Draft testimony	10.2	Joint	5.10	5.10
7/30/2025	MD KR call	0.7	Joint	0.35	0.35

7/30/2025	Draft testimony	1.8	Joint	0.90	0.90
7/31/2025	Draft testimony	1.3	Joint	0.65	0.65
7/31/2025	Exhibits	0.1	Joint	0.05	0.05
7/31/2025	MD KR call	1.3	Joint	0.65	0.65
7/31/2025	Exhibits	0.8	Joint	0.40	0.40
7/31/2025	Draft testimony	2.2	Joint	1.10	1.10
8/1/2025	Review parties' direct testimony	5.0	Joint	2.50	2.50
8/2/2025	Draft rebuttal testimony	2.4	Joint	1.20	1.20
8/3/2025	Draft rebuttal testimony	2.4	Joint	1.20	1.20
8/4/2025	Draft rebuttal testimony	4.8	Joint	2.40	2.40
8/5/2025	Draft rebuttal testimony	2.4	Joint	1.20	1.20
8/7/2025	PG&E DR response	1.1	SC	0.00	1.10
8/7/2025	Draft rebuttal testimony	0.5	Joint	0.25	0.25
8/7/2025	PG&E DR response	0.6	SC	0.00	0.60
8/7/2025	Draft rebuttal testimony	0.5	Joint	0.25	0.25
8/7/2025	MD KR call	0.9	Joint	0.45	0.45
8/8/2025	Draft rebuttal testimony	4.0	Joint	2.00	2.00
8/8/2025	SCG SDG&E workpapers	0.1	Joint	0.05	0.05
8/8/2025	Draft rebuttal testimony	0.2	Joint	0.10	0.10
8/9/2025	Draft rebuttal testimony	1.4	Joint	0.70	0.70
8/9/2025	PG&E DR response	0.3	SC	0.00	0.30
8/9/2025	Draft rebuttal testimony	0.4	Joint	0.20	0.20
8/14/2025	Draft rebuttal testimony	4.0	Joint	2.00	2.00
8/15/2025	Draft rebuttal testimony	5.8	Joint	2.90	2.90
8/16/2025	Draft rebuttal testimony	7.1	Joint	3.55	3.55
8/17/2025	Draft rebuttal testimony	8.7	Joint	4.35	4.35
8/18/2025	Draft rebuttal testimony	1.0	Joint	0.50	0.50
8/19/2025	Draft rebuttal testimony	8.2	Joint	4.10	4.10
8/20/2025	Draft rebuttal testimony	1.1	Joint	0.55	0.55
8/21/2025	Draft rebuttal testimony	0.4	Joint	0.20	0.20
8/22/2025	Review SCG SDG&E rebuttal	3.4	Joint	1.70	1.70
8/23/2025	Review motion for hearing	0.1	Joint	0.05	0.05
8/23/2025	Review IOU rebuttal -- MD KR call	0.8	Joint	0.40	0.40
8/23/2025	Review SCG SDG&E rebuttal	0.0	Joint	0.00	0.00
8/23/2025	Review PG&E rebuttal	0.2	Joint	0.10	0.10
8/23/2025	Review SCG SDG&E rebuttal	0.4	Joint	0.20	0.20
8/28/2025	Rvw stipulated facts	1.1	Joint	0.55	0.55
8/29/2025	Rvw stipulated facts	0.1	Joint	0.05	0.05
8/29/2025	MD call	0.9	PCF	0.90	0.00
8/29/2025	PG&E DR response	0.4	SC	0.00	0.40
8/29/2025	Rvw stipulated facts	0.3	Joint	0.15	0.15
8/31/2025	Rvw stipulated facts	0.5	Joint	0.25	0.25
9/1/2025	Hearing exhibits	1.7	PCF	1.70	0.00
9/3/2025	SCG SDG&E cross-examination prep	1.7	PCF	1.70	0.00
9/3/2025	MD call	0.2	PCF	0.20	0.00
9/3/2025	SCG SDG&E cross-examination prep	0.6	PCF	0.60	0.00
9/3/2025	MD call	0.3	PCF	0.30	0.00
9/4/2025	PG&E SCE cross-examination prep	1.0	SC	0.00	1.00
9/4/2025	MD call	1.4	PCF	1.40	0.00
9/4/2025	SCG SDG&E cross-examination prep	2.2	PCF	2.20	0.00
9/4/2025	MD call	0.4	PCF	0.40	0.00
9/4/2025	SCG SDG&E cross-examination prep	0.1	PCF	0.10	0.00
9/5/2025	MD call	0.7	PCF	0.70	0.00
9/10/2025	Rvw joint motion to submit evidence	0.3	Joint	0.15	0.15
9/15/2025	Rvw SC opening brief	1.5	SC	0.00	1.50
9/16/2025	Rvw SC opening brief	0.2	SC	0.00	0.20
9/17/2025	MD email	0.4	PCF	0.40	0.00
9/19/2025	Rvw PCF post-hearing brief	1.5	PCF	1.50	0.00
9/19/2025	Rvw SC opening brief	0.3	SC	0.00	0.30
9/19/2025	Rvw PCF post-hearing brief	0.1	PCF	0.10	0.00
9/19/2025	Rvw SC opening brief	1.4	SC	0.00	1.40
9/19/2025	MD call	0.3	PCF	0.30	0.00
9/20/2025	Rvw PCF post-hearing brief	0.1	PCF	0.10	0.00
9/20/2025	MD call	0.4	PCF	0.40	0.00
9/20/2025	MD email	0.4	PCF	0.40	0.00
10/3/2025	Respond to reply brief questions	0.6	Joint	0.30	0.30
10/4/2025	Respond to reply brief questions	0.2	Joint	0.10	0.10
10/4/2025	Reply brief -- MD KR call	0.8	Joint	0.40	0.40
10/4/2025	Respond to reply brief questions	0.6	Joint	0.30	0.30
10/7/2025	Victor Smith (CPUC) CF/D analysis call	0.8	SC	0.00	0.80

Attachment 5

Résumés

MARK E. ELLIS

La Jolla, CA | mark.edward.ellis@gmail.com | 619-507-8892 | https://www.linkedin.com/in/mark-edward-ellis

Mark Ellis is a former utility executive who now works as an independent consultant and testifying expert in finance and economics in utility regulatory proceedings. He is Senior Fellow for Utilities at the American Economic Liberties Project, an anti-monopoly research and advocacy organization.

Mr. Ellis has over 30 years of experience in strategy, finance, and risk-management roles across the energy sector, including 15 years as Chief of Corporate Strategy and Chief Economist at Sempra. Among his responsibilities at Sempra, he developed, implemented, and led the company's enterprise-wide cost-of-capital function. His unique utility insider's perspective distinguishes his expertise from that of other consultants. His work has been featured in the *Los Angeles Times*, *San Francisco Chronicle*, *Politico*, *New York Daily News*, *Inside Climate News*, *More Perfect Union*, and other media.

Earlier in his career, Mr. Ellis worked as a consultant in McKinsey & Company's energy practice, in international project development at ExxonMobil, and in industrial demand-side management at Southern California Edison. He holds an M.S. from MIT's Technology and Policy Program, where he focused on utility policy and conducted research at the MIT Energy Laboratory, and a B.S. in mechanical engineering from Harvard University.

EXPERT WITNESS TESTIMONY

Client	State	Utility	Description	Docket	Date
Sierra Club and The Protect Our Communities Foundation	CA	Pacific Gas & Electric, Southern California Edison, Southern California Gas, San Diego Gas & Electric,	Cost of capital	A.25-03-010 et seq.	7/25-ongoing
Clean Virginia	VA	Virginia Electric and Power Company	Cost of Capital	PUR-2025-00058	7/25-ongoing
CURE Minnesota	MN	Minnesota Power	Private equity acquisition review (direct , surrebuttal)	E0/15PA-24-198	1/25-ongoing
Utah Office of Consumer Services	UT	Rocky Mountain Power	Wildfire liability self-insurance (testimony , white paper)	24-035-04	8/24-ongoing
The Protect Our Communities Foundation	CA	San Diego Gas & Electric, Southern California Gas	Cost of capital (direct , rebuttal), COC policy (direct , rebuttal)	A.22-04-008 et seq.	4/22-10/24
The Protect Our Communities Foundation	CA	Pacific Gas & Electric, San Diego Gas & Electric, Southern California Edison	Cost of capital	A.21-08-013 et seq.	11/21-11/23
North Carolina Justice Center et al.	NC	Duke Energy Carolinas	Cost of capital	E-7, Sub 1276	1/23-1/24
The Utility Reform Network (TURN)	CA	Pacific Gas & Electric	Wildfire liability self-insurance	A.21-06-021	11/21-8/23
North Carolina Justice Center et al.	NC	Duke Energy Progress	Cost of capital	E-2, Sub 1300	1-8/23

Georgia Interfaith Power & Light	GA	Georgia Power	Cost of capital	44280	8-12/22
Clean Wisconsin	WI	Wisconsin Electric Power, Wisconsin Gas	Cost of capital	5-UR-110	8-12/22
New Hampshire Department of Energy	NH	Aquarion Water Company of New Hampshire	Cost of capital	DW 20-184	6/21-2/22
The Utility Reform Network (TURN)CA		Pacific Gas & Electric	\$7.5-billion wildfire cost securitization	A.20-04-023	6/20-2/21

MARK E. ELLIS

Independent consultant and testifying expert in utility finance and economics

EMPLOYMENT

Company	Title	Location	Date
American Economic Liberties Project	Senior Fellow for Utilities	Washington, DC	2024-present
Self-employed	Independent consultant and testifying expert	La Jolla, CA	2019-present
Sempra Energy	Chief of Corporate Strategy	San Diego, CA	2004-19
McKinsey & Company	Engagement Manager	Houston, TX	2000-03
ExxonMobil	Venture Development Advisor	Houston, TX	1996-2000
MIT Energy Laboratory	Research Assistant	Cambridge, MA	1994-96
Southern California Edison	Staff Engineer	Irwindale, CA	1994
Sanyo Electric Company	Research Engineer	Osaka, Japan	1992-93
Los Angeles Department of Water & Power	Seasonal Waterworks Laborer	Chatsworth, CA	1988

START-UP

Organization	Title	Description	Date
Gridware	Advisor	Y Combinator graduate developing wildfire prevention technology for electric utilities	2021-present
GATEMatrices	CEO & Founder	Created iOS app to prepare elementary-school children for gifted-and-talented education program admission tests	2013-22
Apertur	CEO & Founder	Created a technology-enabled professional development platform of workshops, assessments, toolkit, and apps to help organizations improve their culture and decision-making by reducing cognitive bias	2013-21
Climate Policy Initiative	Power Program Director	Climate change policy advisory non-profit funded by George Soros	2010-13

NON-PROFIT BOARD

Organization	Date	Organization	Date
Harvard Club of San Diego	2015-17	Chabad Hebrew Academy	2007-14
Congregation Adat Yeshurun	2005-12	San Diego Agency for Jewish Education	2005-07

EDUCATION

Institution	Degree	Date
Massachusetts Institute of Technology	M.S., Technology and Policy	1996
Harvard University	B.S., <i>magna cum laude</i> , Mechanical and Materials Sciences and Engineering	1992

KATHERINE A. RAMSEY

EDUCATION

The George Washington University Law School

Washington, DC

Juris Doctor, admitted to the New York and California State Bars

May 2011

- Presidential Management Fellow (Class of 2011)
- GWU Law Moot Court Board Member and delegate to National Environmental Moot Court Competition (2010, 2011)

Yale University

New Haven, CT

Bachelor of Arts in Political Science and Near Eastern Languages and Civilizations

May 2006

EXPERIENCE

The Sierra Club

Oakland, CA

Senior Attorney

September 2017 – present

- Litigating at the California Public Utilities Commission and the California Energy Commission to prioritize clean energy and storage development, reduce greenhouse gas emissions and criteria air pollutants, and opposing fossil fuel generation and infrastructure.
- Challenging utility investments and dispatch decisions with respect to coal-fired power plants through general rate cases, investigations, and fuel dockets.
- Leading an equity coalition to pressure state agencies to focus clean microgrid funding on frontline communities.
- Advocating in policy-focused regulatory dockets focused on implementing California carbon reduction goals through incentives and programs for renewable energy deployment, including integrated resource planning and net metering.
- Advising campaigns on state and regional climate advocacy in the California, Arizona, and Nevada electric sectors.

Clean Coalition

Menlo Park, CA

Staff Attorney

November 2015 – September 2017

- Developed national, state and municipal renewable energy policy with a focus on distributed renewables and transmission grid issues.
- Researched, drafted, and filed comments on renewable energy issues with public energy agencies.
- Lead a legislative campaign in support of SB 692 to change how transmission access charges are assessed on distributed generation in California and to encourage widespread, cost-effective development of local renewables and storage.

U.S. Bureau of Ocean Energy Management, Renewable Energy Programs

Sterling, VA & Palo Alto, CA

Renewable Energy Specialist

July 2014 – December 2015

- Provided ongoing regulatory analysis for program management, including review of proposed regulatory changes.
- Developed standard operating procedures for the Bureau's offshore renewable energy programs (primarily offshore wind energy) for both the Atlantic and Pacific regional offices.
- Managed the call for proposals and public input for a proposed wind energy area off the New York coast.

U.S. Department of Energy, Office of Energy Efficiency and Renewable Energy

Washington, DC

Presidential Management Fellow and Program Analyst

May 2012 – July 2014

- Provided analysis and advice to the Assistant Secretary regarding business processes, streamlining of organizational structures, selection of a modernized IT system, and intellectual property issues related to federal grants.
- Acted as a communication conduit between 13 technology offices and program management.
- Managed a series of communities of practice of over 40 employees to compare processes across technology offices to negotiate a standardized procedure for reviews of grant proposals and project management.

Magistrate Judge Marian Payson, U.S. District Court, Western District of New York

Rochester, NY

Law Fellow

February 2012 – May 2012

- Researched legal issues, including proof of value in insurance claims, sovereign immunity of local governments, the Prisoners Litigation Rights Act, waiver of right to counsel, and suppression of evidence from warrant violations.
- Drafted bench memoranda, prepared materials for the court's mediation between parties before trial, and assisted in caseload management.

Knauf Shaw & Future Energy Development LLC

Rochester, NY

Legal Fellow

September 2011 – December 2011

- Drafted memoranda and appellate briefs for submission to federal and state courts on various environmental law issues, including toxic tort claims against corporations and municipalities, latent injury showings, and nuisance claims.

THOMAS PHILLIPS

(415) 977-5649 | thomas.phillips@sierraclub.org

EDUCATION

University of California-Davis

(March 2023)

Bachelor of Science, Major in Ecology, Minor in Agricultural Systems

Cumulative GPA: 3.7/4.0

EXPERIENCE

Legal Assistant (Full time)

(February 2025 - Present)

Sierra Club Environmental Law Program

- ❖ Assist with litigation duties such as proofreading, citechecking, and formatting documents for filing
- ❖ Conduct research and generate memos on environmental subjects for attorneys and other Sierra Club staff
- ❖ Organize materials for attorneys such as filings from other parties and data responses from utilities

Legislative Fellow (Internship)

(June 2024 - October 2024)

Office of Senator Will Brownsberger, Boston MA

- ❖ Researched Massachusetts' recent legislation on pollinator protection and pesticide restrictions
- ❖ Summarized sections of draft bills and identified differences between House, Senate, and Governor's versions
- ❖ Identified and summarized earmarks to help inform the Senator's decisions about legislative action

Private Lands Wildlife Specialist (Full time)

(October 2023 - May 2024)

USDA-NRCS & Conservation Districts of Iowa, Algona IA

- ❖ Drafted conservation plans for farmers so they could properly manage wildlife on their natural lands
- ❖ Promoted conservation programs to local farmers through phone calls, community outreach events, and site visits
- ❖ Attended networking events at the Iowa State Capitol to tell lawmakers how USDA's work was helping farmers

Agroecology Research Assistant (Part time)

(April 2020 - March 2023)

Karp Lab, UC Davis, Davis CA

- ❖ Reviewed methods and findings of 30+ agroecology articles and organized information in **Microsoft Excel**
- ❖ Visited orchards and vineyards to collect avian behavioral and morphological data during heat spikes
- ❖ Analyzed avian behavioral data in **RStudio** and drafted report of findings for university's undergraduate journal

ACTIVITIES

Canvasser (Volunteer)

(November 2024)

Montgomery County Democratic Committee, Jenkintown, PA

- ❖ Knocked ~250 doors over the course of four days and encouraged residents to vote for Vice President Harris
- ❖ Assisted with sign construction, volunteer training, literature organization, and other office tasks as needed

SKILLS

Legislative research, cross-organizational collaboration, environmental outreach, Microsoft Office, ArcGIS, RStudio