

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



**FILED**

1-06-16  
04:59 PM

Application of Pacific Gas and Electric  
Company for Authority, Among Other Things,  
to Increase Rates and Charges for Electric and  
Gas Service Effective on January 1, 2017.  
(U 39 M)

Application 15-09-001  
(Filed September 1, 2015)

**AMENDMENT TO THE NOTICE OF INTENT TO CLAIM INTERVENOR  
COMPENSATION OF THE UTILITY REFORM NETWORK**

January 6, 2016

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Staff Attorney

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**AMENDMENT TO THE NOTICE OF INTENT TO CLAIM INTERVENOR  
COMPENSATION OF THE UTILITY REFORM NETWORK**

On November 30, 2015, The Utility Reform Network (TURN) timely filed its Notice of Intent to Claim Intervenor Compensation (NOI) in the instant proceeding. In pertinent part, TURN explained therein as follows:

TURN is a Category 3 “group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential ratepayers.” TURN provided the relevant portion of our articles of incorporation in the NOI submitted in A.98-02-017, and again in A.99-12-024. Most recently, TURN submitted our articles of incorporation and bylaws in A.10-11-015 on May 17, 2011. On October 15, 2015, TURN’s Board of Directors adopted amendments to TURN’s bylaws and articles of incorporation. However, at the time of filing of this NOI, these documents have not been finalized, as they are still undergoing execution by the President and Secretary of TURN’s Board of Directors. TURN expects this process to be completed in the near future, and TURN will amend this NOI to provide the newly revised bylaws and articles of incorporation shortly thereafter.<sup>1</sup>

Pursuant to Rule 1.12 of the Commission’s Rules of Practice and Procedure, TURN files this Amendment to supplement our previously filed NOI with our newly revised Bylaws and Articles of Incorporation. These documents are appended hereto as Attachment 1 (Bylaws) and Attachment 2 (Articles of Incorporation).

Date: January 6, 2016

Respectfully submitted,

By: \_\_\_\_\_/s/\_\_\_\_\_  
Hayley Goodson  
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<sup>1</sup> TURN NOI, filed Nov. 30, 2015, Section I.A.3 (Status as “Customer”).

## **ATTACHMENT 1**

### **Bylaws of The Utility Reform Network (TURN)**

Revised 10/15/15

## **Bylaws of**

## **The Utility Reform Network (TURN)**

A California Nonprofit Public Benefit Corporation

Revised 10/15/15

## **ARTICLE 1**      NAME

### Section 1.1      Corporate Name

The name of this corporation is The Utility Reform Network (the “Corporation”). It is commonly referred to as TURN.

## **ARTICLE 2**      OFFICES

### Section 2.1      Principal Office

The principal office for the transaction of the Corporation business may be established at any place within the State of California by resolution of the board of directors of the Corporation (the “Board”).

### Section 2.2      Other Offices

The Board may at any time establish branch or subordinate offices at any place where the Corporation is qualified to transact business.

## **ARTICLE 3**      PURPOSES

### Section 3.1      General Purpose

The Corporation 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 charitable purposes. The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

### Section 3.2      Specific Purpose

The specific purpose of the Corporation shall include without limitation:

- (i) To represent the interests of residential and small business utility and telecommunication customers in decision-making processes at the California Public Utilities Commission (CPUC) and other regulatory agencies.
- (ii) To educate consumers, policymakers, and the general public on policy proposals that impact public safety, system reliability, monthly bills, and customer service.
- (iii) To reach out to underserved communities so that people most impacted by CPUC decisions have the opportunity to participate in the decision-making process.

## **ARTICLE 4**      MEMBERSHIPS

### Section 4.1      Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.

**Section 4.2**     Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

**ARTICLE 5**     **DIRECTORS**

**Section 5.1**     Number and Qualifications

The authorized number of directors of the Corporation (“Directors”) shall be not less than five (5) nor more than seventeen (17), with exact authorized number to be fixed, within these limits, by resolution of the Board.

**Section 5.2**     Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), these Bylaws, and the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 5.3**     Standard of Care

A Director shall perform the duties of a Director, including duties as a member of any Board committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (ii) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person’s professional or expert competence; or
- (iii) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (i) and (ii) of this Section 5.3 as to matters within the committee’s designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

#### Section 5.4 Terms; Election of Successors

The Directors shall be divided into three approximately equal groups for the purpose of staggering Director three-year terms: Directors in Group A shall be elected on every third year with terms starting January 2015; Directors in Group B shall be elected on every third year with terms starting January 2016; and Directors in Group C shall be elected on every third year with terms starting January 2017. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Public Benefit Corporation Law. Elections shall normally be made at the annual meeting of the Board.

#### Section 5.5 Vacancies

##### 5.5.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

- (i) The death, resignation, or removal of any Director;
- (ii) Whenever the number of authorized Directors is increased; or
- (iii) The failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the authorized number of Directors.

##### 5.5.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present); or (ii) the Director suffers from an illness, disability or special circumstance that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure set forth in this subsection. Any Director who has been automatically removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office. Directors may be removed without cause by a majority of Directors then in office.

##### 5.5.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Public Benefit Corporation Law.

#### 5.5.4 Resignations

Except as provided in this Section 5.5.4, any Director may resign by giving written notice to the Chairperson, the Executive Director, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the “Attorney General”).

#### 5.5.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by:

- (i) The unanimous written consent of the Directors then in office,
- (ii) The affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Public Benefit Corporation Law, or
- (iii) A sole remaining Director.

#### Section 5.6 Regular Meetings

Each year, the Board shall hold at least two regular meetings, at such times and places as may be fixed by the Board. One meeting, the annual meeting, shall be for the purposes of election of Directors, election of Officers, and transaction of other business. Other regular meetings of the Board may be held for the purpose of reviewing and approving the annual budget, reviewing the performance of the Corporation, performance of the Executive Director, and transacting other business.

#### Section 5.7 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chairperson, or the Executive Director, or the Vice Chairperson (if any), or the Secretary, or any two Directors.

#### Section 5.8 Notice of Meetings

##### 5.8.1 Manner of Notice

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 5.6), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) First-class mail, postage paid;
- (b) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;



- (c) Personal delivery of written notice; or
- (d) Email.

All such notices shall be given or sent to the Director's address, phone number, or e-mail address as shown on the records of the Corporation. Any oral notice given by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

5.8.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least five business days before the time set for the meeting. Notices given by telephone, voice messaging system, or e-mail shall be delivered at least 48 hours before the time set for the meeting.

5.8.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 5.9 Place of Board Meetings

Regular and special meetings of the Board may be held at any place that has been designated in the notice of the meeting. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

5.9.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Public Benefit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of section 5211(a)(6) of the California Nonprofit Public Benefit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 5.10 Quorum and Action of the Board

5.10.1 Quorum

One-half (1/2) of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.12.

5.10.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Public Benefit

Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting, provided that such a majority constitutes at least one third of the full board membership.

5.10.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 8.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 6.1;
- (c) Removal of a Director without cause as described in Section 5.5.2; and
- (d) Indemnification of Directors as described in Article 9.

Section 5.11 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting prior to the meeting or at its commencement a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by email addressed to the email address of the Secretary as contained on the records of the Corporation as of the date of the protest.

Section 5.12 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.13 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of

the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 5.14 Conduct of Meetings**

Meetings of the Board shall be presided over by the Chairperson, or, if there is no Chairperson or the Chairperson is absent, the Executive Director or, if the Executive Director and Chairperson are both absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

**Section 5.15 Action Without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 5.15 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, e-mail or any other reasonable method satisfactory to the Chairperson.

**Section 5.16 Fees and Compensation of Directors**

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the executive director or designate.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 5.16 only, means:

- (a) Any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **ARTICLE 6**      COMMITTEES

### Section 6.1      Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors and no one who is not a Director, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) Approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) The establishment of the exact number of authorized Directors within the range specified in Section 5.1 of these Bylaws;
- (c) Fill vacancies on the Board or in any Committee which has the authority of the Board;
- (d) Fix compensation of the Directors for serving on the Board or on any Committee;
- (e) Amend or repeal Bylaws or adopt new Bylaws;
- (f) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) Appoint any other Committees or the members of these Committees;
- (h) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (i) Approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

### Section 6.2      Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 concerning meetings of Directors, with such changes in the context of Article 5 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from

time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

**Section 6.3     Quorum Rules for Board Committees**

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Public Benefit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

**Section 6.4     Revocation of Delegated Authority**

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

**Section 6.5     Nonprofit Integrity Act/Audit Committee**

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the Executive Director or chief executive officer or the Treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;

- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

**Section 6.6**     Advisory Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect. Notice of, and procedures for, meetings of advisory committees shall be as prescribed by the chair of each such advisory committee, and meetings of any advisory committee may be called by the chair of such advisory committee or the Executive Director.

**ARTICLE 7**     **OFFICERS**

**Section 7.1**     Officers

The officers of the Corporation ("Officers") shall be a Chairperson, a Secretary, and a Treasurer. Other than the Chairperson, these persons may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, including an Executive Director and a Chief Financial Officer, who also need not be Directors, who shall be a Director, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 7.6.5. Any number of offices may be held by the same person, except that the Secretary, and the Treasurer may not serve concurrently as the Chairperson or Executive Director.

**Section 7.2**     Election of Officers

The Officers, except the Executive Director (if any), the Chief Financial Officer (if any) and those appointed in accordance with Section 7.6.5, shall be elected by the Board at the annual meeting for a term of one year, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal.

**Section 7.3**     Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

**Section 7.4**     Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice,

the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

**Section 7.5     Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the Executive Director, the Chief Financial Officer, or one appointed in accordance with Section 7.6.5, such vacancy shall be filled temporarily by appointment by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

**Section 7.6     Responsibilities of Officers**

**7.6.1     Chairperson of the Board**

The chairperson of the Board (the “Chairperson”) shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If there is no Executive Director, the Chair of the Board shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the Executive Director prescribed in Section 7.7.

**7.6.2     Secretary**

The secretary of the Corporation (the “Secretary”) shall attend to the following:

**7.6.2.1     Bylaws**

The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

**7.6.2.2     Minute Book**

The Secretary shall keep or cause to be kept a minute book as described in Section 10.1.

**7.6.2.3     Notices**

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

**7.6.2.4     Corporate Records**

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

7.6.2.5 Other Duties

The Secretary shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

7.6.3 Treasurer

The treasurer of the Corporation (the "Treasurer") shall manage the Board's review of and action related to the Board's financial responsibilities, work with the Executive Director and Chief Financial Officer to ensure that appropriate financial reports are made available to the Board on a timely basis, present with the Executive Director the annual budget to the Board for approval, review the annual audit and answer Directors' questions about the audit, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. If there is no Chief Financial Officer, the Treasurer shall be the chief financial officer of this corporation.

7.6.4 Chief Financial Officer

The chief financial officer of the Corporation (the "CFO"), if any, shall attend to the following:

7.6.4.1 Books of Account

The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

7.6.4.2 Financial Reports

The CFO shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

7.6.4.3 Deposit and Disbursement of Money and Valuables

The CFO shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Executive Director, the Treasurer, and Directors, whenever they request it, an account of all of his or her transactions as CFO and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of CFO as may be prescribed by the Board or these Bylaws.



7.6.5 Additional Officers

The Board may empower the Chairperson, or Executive Director, to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 7.7 Executive Director

Subject to such supervisory powers as may be given by the Board to the Chairperson, the Board may hire a Executive Director who shall be the general manager and chief executive officer of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The Executive Director shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the Executive Director shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Executive Director may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**ARTICLE 8** TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 8.1 Transactions with Directors and Officers

8.1.1 Interested Party Transactions

Except as described in Section 8.1.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

8.1.2 Requirements to Authorize Interested Party Transactions

The Corporation shall not be a party to any transaction described in 8.1.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the

transaction and the interested Director's or Officer's financial interest in the transaction;

- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 8.1.2.

#### 8.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (b) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

#### Section 8.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

#### Section 8.3 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 5); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

**Section 8.4**     Duty of Loyalty; Construction with Article 9

Nothing in this Article 8 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 8 shall be construed to override or amend the provisions of Article 9. All conflicts between the two articles shall be resolved in favor of Article 9.

**ARTICLE 9**     INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

**Section 9.1**     Indemnification.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, or employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of the Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code Section 5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors then in office at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

**Section 9.2**     Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article 9.

**Section 9.3**     Insurance.

The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any Officer, Director, Employee, or agent in such capacity or arising from the Officer's, Director's, employee's, or agent's status as such

**ARTICLE 10**     CORPORATE RECORDS, REPORTS AND SEAL

**Section 10.1 Minute Book**

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee, generally including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

**Section 10.2 Books and Records of Account**

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

**Section 10.3 Articles of Incorporation and Bylaws**

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

**Section 10.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

**Section 10.5 Annual Report; Statement of Certain Transactions**

The Board shall cause an annual report to be sent to each Director for each fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following

interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):

- (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
- (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 8 or Article 9.

#### Section 10.6 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

### **ARTICLE 11** EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

#### Section 11.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 11.2 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

#### Section 11.3 Gifts

The Board may accept on behalf of the Corporation, and subject to its Gift Acceptance Policy, any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

## **ARTICLE 12** CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Public Benefit Corporation Law and General Provisions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

## **ARTICLE 13** AMENDMENTS

### **Section 13.1** Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The Utility Reform Network, a California nonprofit public benefit corporation; that these Bylaws, consisting of 19 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on October 15, 2015; and that these Bylaws have not been amended or modified since that date.

Executed on 12.18.2015 at San Francisco, California.



Constance Slider Pierre  
Secretary

## **ATTACHMENT 2**

### **Restated Articles of Incorporation of The Utility Reform Network**

Filed with the California Secretary of State on 12/21/15 and Certified on 12/30/15



0672621

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE UTILITY REFORM NETWORK**

**FILED** *DBM*  
 Secretary of State *PS*  
 State of California

*icu* **DEC 21 2015**

The undersigned certify that:

1. They are the president and the secretary, respectively, of The Utility Reform Network, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLE I.**  
**NAME**

The name of this corporation is: The Utility Reform Network.

**ARTICLE II.**  
**PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. Such purposes for which this corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law). The specific and primary purposes for which this corporation is formed are to (i) represent the interests of residential and small business utility and telecommunication customers in decision-making processes at the California Public Utilities Commission (CPUC) and other regulatory agencies; (ii) educate consumers, policymakers, and the general public on policy proposals that impact public safety, system reliability, monthly bills, and customer service; and (iii) reach out to underserved communities so that people most impacted by CPUC decisions have the opportunity to participate in the decision-making process.

**ARTICLE III.**  
**POWERS**

This corporation shall have all the powers of a natural person, subject only to any limitations imposed by these articles of incorporation, the bylaws of this corporation and applicable law. Notwithstanding the preceding statement of powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

**ARTICLE IV.  
RESTRICTIONS**

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) and meeting the requirements of Revenue and Taxation Code Section 214. Notwithstanding any other provision of these articles of incorporation, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law).

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not, directly or indirectly, participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**ARTICLE V.  
DEDICATION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, and no part of the net earnings or assets of this corporation shall ever inure to the benefit of any director, officer, trustee or member of this corporation or to the benefit of any private individual whatsoever (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). Upon the dissolution or winding up of this corporation, after paying or adequately providing for the debts, obligations and liabilities thereof, the remaining assets shall be distributed, for use in furtherance of the purposes of this corporation as set forth in these articles of incorporation, to one or more nonprofit funds, foundations or corporations, that are then in existence, which are organized and operated exclusively for charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any previous or future United States internal revenue law) and which have established their tax-exempt status under Section 23701d of the California Revenue and Tax Code (or any corresponding section of any future California revenue and tax law).

**ARTICLE VI.  
NONPROFIT CORPORATION LAW OF 1980**

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 ("NCL") not otherwise applicable to it under Part 5 of the NCL.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 24, 2015



\_\_\_\_\_  
Carl W. Wood, President



\_\_\_\_\_  
Constance Slider Pierre, Secretary



I hereby certify that the foregoing  
transcript of 3 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

DEC 30 2015

*APD*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State