

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

<p><b>Order Instituting Rulemaking to Consider the Commission's Own Motion to Consider Revising Energy Utility Tariff Rules Related to Deposits and Adjusting Bills as They Affect Small Business Customers</b></p>	<p><b>Rulemaking 10-05-005</b></p>
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**NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION  
AND, IF REQUESTED (and  checked), ALJ RULING  
ON SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP**

<p>Customer (party intending to claim intervenor compensation): <b>The Greenlining Institute</b></p>		
<p>Assigned Commissioner: <b>John Bohn</b></p>	<p>Assigned ALJ: <b>Bruce DeBerry</b></p>	
<p>I hereby certify that the information I have set forth in Parts I, II, III and IV of this Notice of Intent (NOI) is true to my best knowledge, information and belief. I further certify that, in conformance with the Rules of Practice and Procedure, this NOI and has been served this day upon all required persons (as set forth in the Certificate of Service attached as Attachment 1).</p>		
<p align="right">Signature: <b>/s/ Samuel S. Kang</b></p>		
<p>Date:</p>	<p><b>6/11/10</b></p>	<p>Printed Name: <b>Samuel S. Kang</b></p>

**PART I: PROCEDURAL ISSUES**

(To be completed by the party ("customer") intending to claim intervenor compensation)

<p><b>A. Status as "customer" (see Pub. Util. Code § 1802(b)): The party claims "customer" status because it (check one):</b></p>	<p><b>Applies (check)</b></p>
<p>1. Category 1: Represents consumers, customers, or subscribers of any electrical, gas, telephone, telegraph, or water corporation that is subject to the jurisdiction of the Commission (§ 1802(b)(1)(A))</p>	
<p>2. Category 2: Is a representative who has been authorized by a "customer" (§ 1802(b)(1)(B)).</p>	
<p>3. Category 3: Represents a group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers, to represent "small commercial customers" (§ 1802(h)) who receive bundled electric service from an electrical corporation (§ 1802(b)(1)(C)), or to represent another eligible group.</p>	<p><b>X</b></p>
<p>4. The party's explanation of its customer status, economic interest (if any), with any documentation (such as articles of incorporation or bylaws) that supports the party's</p>	

“customer” status. Any attached documents should be identified in Part IV.

**Greenlining’s members and constituents are purchasers of energy services from utilities in California, qualifying us to file this NOI as “customers” pursuant to PU Code § 1802(b). Greenlining will represent small business utility customers in this proceeding. In compliance with D. 98-04-059, Conclusion of Law 5 and Finding of Fact 12, Greenlining estimates that it represents a constituency that is divided 75% and 25% between residential customers and small business customers, respectively. These percentages represent Greenlining’s best estimates only.**

**Article II, Section 17 of Greenlining’s by-laws authorizes it to represent the “interests of low income communities [and] minorities” before regulatory agencies and courts. Small businesses are the primary employers for many minorities. Further, small businesses have a tremendous impact on low-income communities. Copies of the by-laws of Greenlining are attached to an NOI filed on March 4, 1999 in A. 98-12-005.**

<b>B. Timely Filing of NOI (§ 1804(a)(1)):</b>	<b>Check</b>
1. Is the party’s NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference: _____	Yes ___ No <u>X</u>
2. Is the party’s NOI filed at another time (for example, because no Prehearing Conference was held, the proceeding will take less than 30 days, the schedule did not reasonably allow parties to identify issues within the timeframe normally permitted, or new issues have emerged)?	Yes <u>X</u> No ___
2a. The party’s description of the reasons for filing its NOI at this other time:  <b>Greenlining is filing its NOI pursuant to the Commission’s Order Instituting Rulemaking (R.10-05-005), which states that “Any party that expects to claim intervenor compensation for its participation in this rulemaking shall file its notice to claim intervenor compensation no later than 30 days after the date of issuance of this Rulemaking”</b>	
2b. The party’s information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, or ALJ ruling, or other document authorizing the filing of its NOI at that other time:  <b>Order Instituting Rulemaking to Consider Revising Energy Utility Tariff Rules Related to Deposits and Adjusting Bills as They Affect Small Business Customers R.10-05-005, filed May 6, 2010 (Date of Issuance May 12, 2010).</b>	

**PART II: SCOPE OF ANTICIPATED PARTICIPATION**

(To be completed by the party ("customer") intending to claim intervenor compensation)

**A. Planned Participation (§ 1804(a)(2)(A)(i)):**

The party's description of the nature and extent of the party's planned participation in this proceeding (as far as it is possible to describe on the date this NOI is filed).

As an intervenor, Greenlining intends to fully participate in all aspects of the proceeding including, but not limited to: (1) attending all proceeding conferences and workshops that may be scheduled; (2) preparing and serving testimony, if required; (3) engaging in proceeding related research and community outreach; (4) participating in public hearings and evidentiary hearings, if any; (5) serving discovery, if necessary; (6) filing opening and reply comments, motions as considered necessary, and/or briefs; (7) meeting with the utilities to discuss proceeding related matters; (8) collaborating with other consumer advocacy groups; and (9) addressing any other matter that arises within the course of the proceeding.

The party's statement of the issues on which it plans to participate.

As an intervenor, Greenlining intends to (1) assess the impact of utility tariff rules on small businesses in low-income and minority communities; (2) recommend amendments to current tariff rules; (3) assess the impact of utility deposit rules on small businesses in low-income and minority communities; (4) recommend amendments to current deposit rules; (5) assess how the current utility tariff rules handle smart meter errors and how this impacts small businesses; (6) recommend amendments to current utility tariff rules to better address smart meter errors; and (7) otherwise represent the interests of small businesses.

**B. The party's itemized estimate of the compensation that the party expects to request, based on the anticipated duration of the proceeding (§ 1804(a)(2)(A)(ii)):**

Item	Hours	Rate \$	Total \$	#
<b>ATTORNEY FEES</b>				
Enrique Gallardo	10	\$400	\$4,000	
Samuel Kang	30	\$235	\$7,050	
Stephanie Chen	30	\$205	\$6,150	
Jean Chung	50	\$150	\$7,500	
Alicia Miller	100	\$150	\$15,000	
		<i>Subtotal:</i>	\$39,700	
<b>EXPERT FEES</b>				

	<i>Subtotal:</i>			
OTHER FEES				
	<i>Subtotal:</i>			
COSTS				
<b>Administrative Costs: postage, photocopies, printing, deliveries, supplies, telephone, facsimiles.</b>			<b>\$200</b>	
<b>Travel</b>			<b>\$100</b>	
	<i>Subtotal:</i>		<b>\$300</b>	
<b>TOTAL ESTIMATE \$:</b>			<b>\$40,000</b>	
Comments/Elaboration (use reference # from above): <b>These estimates are based on the 2010 rates.</b>				
When entering items, type over bracketed text; add additional rows to table as necessary. Estimate may (but does not need to) include estimated claim preparation time. Claim preparation is typically compensated at ½ of preparer's normal hourly rate.				

**PART III: SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP**

(To be completed by party (“customer”) intending to claim intervenor compensation; see Instructions for options for providing this information)

A. The party claims “significant financial hardship” for its claim for intervenor compensation in this proceeding on the following basis:	Applies (check)
1. “[T]he customer cannot afford, without undue hardship, to pay the costs of effective participation, including advocate’s fees, expert witness fees, and other reasonable costs of participation” (§ 1802(g)); or	
2. “[I]n the case of a group or organization, the economic interest of the individual members of the group or organization is small in comparison to the costs of effective participation in the proceeding” (§ 1802(g)).	
3. A § 1802(g) finding of significant financial hardship in another proceeding, made within one year prior to the commencement of this proceeding, created a rebuttable presumption of eligibility for compensation in this proceeding (§ 1804(b)(1)).	X
<p>ALJ ruling (or CPUC decision) issued in proceeding number: <b>Decision 09-12-043</b></p> <p>Date of ALJ ruling (or CPUC decision): <b>December 17, 2009</b></p> <p><b>In accordance with PU Code § 1804(a)(2)(B), Greenlining notes that the requisite finding of financial hardship was made within the last year in the December 17, 2009 Administrative Law Judge’s Ruling Partially Granting and Otherwise Denying Intervenor Compensation to The Greenlining Institute for Substantial Contribution to Decision 08-07-046A. There the ALJ stated “[w]e extend that finding to Greenlining’s Participation in this proceeding through a rebuttable presumption of eligibility pursuant to §1804(b)(1).”<sup>1</sup></b></p> <p><b>If the Commission deems it necessary, Greenlining will make a further showing of hardship at the time of filing its request for compensation.</b></p> <p><b>Greenlining does not anticipate any challenge to its eligibility for compensation in this proceeding. If any party does attempt to rebut the presumption of eligibility, however, Greenlining requests that it be granted the opportunity to reply to such party’s allegations within 10 days after the service of such filing.</b></p>	

<sup>1</sup> Administrative Law Judge’s Ruling Partially Granting and Otherwise Denying Intervenor Compensation to The Greenlining Institute for Substantial Contribution to Decision 08-07-046, December 18, 2009 at 5.

**B. The party’s explanation of the factual basis for its claim of “significant financial hardship” (§ 1802(g)) (necessary documentation, if warranted, is attached to the NOD):**

***See December 17, 2009 Ruling Partially Granting and Otherwise Denying Intervenor Compensation to The Greenlining Institute for Substantial Contribution to Decision 08-07-046A. (Decision 09-12-043)***

**PART IV: THE PARTY’S ATTACHMENTS DOCUMENTING SPECIFIC ASSERTIONS MADE IN THIS NOTICE**

**(The party (“customer”) intending to claim intervenor compensation identifies and attaches documents (add rows as necessary.) Documents are not attached to final ALJ ruling.)**

<b>Attachment No.</b>	<b>Description</b>
<b>1</b>	<b>Certificate of Service</b>
<b>2</b>	<b>Bylaws of the Greenlining Institute</b>

**ADMINISTRATIVE LAW JUDGE RULING<sup>2</sup>**  
(ALJ completes)

	Check all that apply
<b>1. The Notice of Intent (NOI) is rejected for the following reasons:</b>	
a. The NOI has not demonstrated status as a “customer” for the following reason(s):	
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	
c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	
<b>2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).</b>	
<b>3. The NOI has not demonstrated significant financial hardship for the following reason(s):</b>	
<b>4. The ALJ provides the following additional guidance (see § 1804(b)(2)):</b>	

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<sup>2</sup> An ALJ Ruling will not be issued unless: (a) the NOI is deficient; (b) the ALJ desires to address specific issues raised by the NOI (to point out similar positions, areas of potential duplication in showings, unrealistic expectations for compensation, or other matters that may affect the customer’s claim for compensation); or (c) the NOI has included a claim of “significant financial hardship” that requires a finding under § 1802(g).

**IT IS RULED that:**

	Check all that apply
1. The Notice of Intent is rejected.	
2. Additional guidance is provided to the customer as set forth above.	
3. The customer has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	
4. The customer has shown significant financial hardship.	
5. The customer is preliminarily determined to be eligible for intervenor compensation in this proceeding. However, a finding of significant financial hardship in no way ensures compensation.	

Dated \_\_\_\_\_, at San Francisco, California.

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ADMINISTRATIVE LAW JUDGE



## ATTACHMENT 1

### Certificate of Service by Customer

I hereby certify that I have this day served a copy of the foregoing **NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION** by (check as appropriate):

hand delivery;  
 first-class mail; and/or  
 electronic mail

to the following persons appearing on the official Service List:

#### **Parties**

CATHERINE MAZZEO  
SOUTHWEST GAS CORPORATION  
PO BOX 98510  
LAS VEGAS, NV 89193-8510  
FOR: SOUTHWEST GAS CORPORATION

FADIA RAFEEDIE KHOURY  
ATTORNEY  
SOUTHERN CALIFORNIA EDISON COMPANY  
2244 WALNUT GROVE AVE., PO BOX 800  
ROSEMEAD, CA 91770  
FOR: SOUTHERN CALIFORNIA EDISON  
COMPANY

NGUYEN QUAN  
MGR - REGULATORY AFFAIRS  
GOLDEN STATE WATER COMPANY  
630 EAST FOOTHILL BOULEVARD  
SAN DIMAS, CA 91773  
FOR: GOLDEN STATE WATER COMPANY

DANIEL A. KING  
SEMPRA GENERATION  
101 ASH STREET, HQ 14  
SAN DIEGO, CA 92101  
FOR: SEMPRE GENERATION

KIM F. HASSAN  
SOUTHERN CALIFORNIA GAS COMPANY  
101 ASH STREET, HQ-12  
SAN DIEGO, CA 92101  
FOR: SOUTHERN CALIFORNIA GAS COMPANY

MARION PELEO  
CALIF PUBLIC UTILITIES COMMISSION  
LEGAL DIVISION  
ROOM 4107  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214  
FOR: DIVISION OF RATEPAYER  
ADVOCATES

NINA SUETAKE  
THE UTILITY REFORM NETWORK  
115 SANSOME STREET, SUITE 900  
SAN FRANCISCO, CA 94104  
ST.NO3161  
FOR: THE UTILITY REFORM NETWORK

DANIEL F. COOLEY  
STAFF COUNSEL  
PACIFIC GAS AND ELECTRIC COMPANY  
BOX 7442, MC B30A / 77 BEALE  
SAN FRANCISCO, CA 94120  
FOR: PACIFIC GAS AND ELECTRIC  
COMPANY

## **Information Only**

DONALD L. SODERBERG  
VP - PRICING & TARIFFS  
SOUTHWEST GAS CORPORATION  
5241 SPRING MOUNTAIN ROAD / BOX 98510  
LAS VEGAS, NV 89150  
FOR: SOUTHWEST GAS CORPORATION

BROOKS CONGDON  
SOUTHWEST GAS CORPORATION  
PO BOX 98510  
10100  
LAS VEGAS, NV 89193-8510

F. E. JOHN  
VP - REGULATORY AFFAIRS  
SOUTHERN CALIFORNIA GAS COMPANY  
720 WEST 8TH STREET  
LOS ANGELES, CA 90017  
FOR: SOUTHERN CALIFORNIA GAS COMPANY

RONALD MOORE  
SR. REGULATORY ANALYST  
GOLDEN STATE WATER COMPANY  
630 EAST FOOTHILL BLVD.  
SAN DIMAS, CA 91773  
FOR: GOLDEN STATE WATER COMPANY  
COMPANY

CPUC FILE ADMINISTRATION  
PACIFIC GAS AND ELECTRIC COMPANY  
77 BEALE STREET, B30A  
SAN FRANCISCO, CA 94105

BRIAN K. CHERRY  
VP - REGULATORY RELATIONS  
PACIFIC GAS AND ELECTRIC COMPANY  
PO BOX 770000 / 77 BEALE ST., MC B10C  
SAN FRANCISCO, CA 94177  
FOR: PACIFIC GAS & ELECTRIC COMPANY

RONALD JANG  
PACIFIC GAS AND ELECTRIC COMPANY  
PO BOX 770000; MC B10B  
SAN FRANCISCO, CA 94177

MIKE LAMOND  
CHIEF FINANCIAL OFFICER

VALERIE J. ONTIVEROZ  
SOUTHWEST GAS CORPORATION  
5241 SPRING MOUNTAIN ROAD  
LAS VEGAS, NV 89150

TREVOR DILLARD  
SIERRA PACIFIC POWER COMPANY  
6100 NEIL ROAD, MS S4A50 / PO BOX  
  
RENO, NV 89520-0024  
FOR: SIERRA PACIFIC POWER COMPANY

CASE ADMINISTRATION  
SOUTHERN CALIFORNIA EDISON COMPANY  
2244 WALNUT GROVE AVENUE  
ROSEMEAD, CA 91770

KENNETH J. DEREMER  
DIR., TARIFF & REGULATORY ACCTS  
SAN DIEGO GAS & ELECTRIC CO.  
8330 CENTURY PARK COURT, CP32C  
SAN DIEGO, CA 92123-1548  
FOR: SAN DIEGO GAS & ELECTRIC

CALIFORNIA ENERGY MARKETS  
425 DIVISADERO ST. STE 303  
SAN FRANCISCO, CA 94117-2242

CASE COORDINATION  
PACIFIC GAS AND ELECTRIC COMPANY  
PO BOX 770000; MC B9A  
SAN FRANCISCO, CA 94177

RONALD JANG  
PACIFIC GAS AND ELECTRIC COMPANY  
PO BOX 770000; MC B10B  
SAN FRANCISCO, CA 94177

JOY A. WARREN  
MODESTO IRRIGATION DISTRICT

ALPINE NATURAL GAS OPERATING CO. #1 LLC  
PO BOX 550  
VALLEY SPRINGS, CA 95252  
FOR: ALPINE NATURAL GAS OPERATING  
COMPANY

1231 11TH STREET  
MODESTO, CA 95354

JOHN DUTCHER  
MOUNTAIN UTILITIES  
PO BOX 205  
KIRKWOOD, CA 95646  
FOR: MOUNTAIN UTILITIES

RAYMOND J. CZAHAR  
CHIEF FINANCIAL OFFICER  
WEST COAST GAS COMPANY  
9203 BEATTY DRIVE  
SACRAMENTO, CA 95826  
FOR: WEST COAST GAS COMPANY

CATHIE ALLEN  
DIR., REGULATORY AFFAIRS  
PACIFICORP  
825 NE MULTNOMAH STREET, SUITE 2000  
PORTLAND, OR 97232  
FOR: PACIFICORP

### **State Service**

DRISHA MELTON  
CALIF PUBLIC UTILITIES COMMISSION  
CONSUMER SERVICE AND INFORMATION DIVISIO  
JUDGES  
320 WEST 4TH STREET SUITE 500  
LOS ANGELES, CA 90013

BRUCE DEBERRY  
CALIF PUBLIC UTILITIES COMMISSION  
DIVISION OF ADMINISTRATIVE LAW  
ROOM 5043  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

KAREN WATTS-ZAGHA  
CALIF PUBLIC UTILITIES COMMISSION  
ENERGY PRICING AND CUSTOMER PROGRAMS BRA  
PROGRAMS BRA  
ROOM 4104  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

LEE-WHEI TAN  
CALIF PUBLIC UTILITIES COMMISSION  
ENERGY PRICING AND CUSTOMER  
ROOM 4102  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

MARZIA ZAFAR  
CALIF PUBLIC UTILITIES COMMISSION  
PUBLIC ADVISOR OFFICE  
ROOM 2-B  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

STEPHANIE GREEN  
CALIF PUBLIC UTILITIES COMMISSION  
PUBLIC ADVISOR OFFICE  
AREA 2-B  
505 VAN NESS AVENUE  
SAN FRANCISCO, CA 94102-3214

**Executed this 11th day of June 2010, at Berkeley, California.**

**/s/ Samuel S. Kang**

**Samuel S. Kang  
1918 University Avenue, 2nd Floor  
Berkeley, CA 94704**

**ATTACHMENT 2**

**BYLAWS**

**OF**

**THE GREENLINING INSTITUTE**

**Adopted by the Board of Directors on March 25, 1993**  
**Amended October 31, 2007**

# TABLE OF CONTENTS

	Page #
ARTICLE I - PRINCIPAL OFFICE.....	1
ARTICLE II - MEMBERSHIP.....	1
ARTICLE III - BOARD OF DIRECTORS .....	1
Section 1. <u>Powers</u> .....	1
Section 2. <u>Number of Directors</u> .....	1
Section 3. <u>Limitations on Interested Persons</u> .....	1
Section 4. <u>Term of Office of Directors</u> .....	2
Section 5. <u>Vacancies</u> .....	2
Section 6. <u>Resignation and Removal</u> .....	2
Section 7. <u>Annual Meetings</u> .....	2
Section 8. <u>Special Meetings</u> .....	2
Section 9. <u>Notice</u> .....	2
Section 10. <u>Waiver of Notice</u> .....	3
Section 11. <u>Quorum</u> .....	3
Section 12. <u>Action Without a Meeting</u> .....	3
Section 13. <u>Telephone Meetings</u> .....	3
Section 14. <u>Standard of Care</u> .....	3
A. <u>General</u> .....	3
B. <u>Investments</u> .....	4
Section 15. <u>Inspection</u> .....	4
Section 16. <u>Compensation</u> .....	4
Section 17. <u>Representing the Interest of Residential Ratepayers</u> .....	5
Section 18. <u>Fundraising</u> .....	5
Section 19. <u>Founding Emeritus Board</u> .....	5
ARTICLE IV - COMMITTEES.....	5
Section 1. <u>Board Committees</u> .....	5
Section 2. <u>Advisory Committees</u> .....	6
Section 3. <u>Meetings</u> .....	6
A. <u>Of Board Committees</u> .....	6
B. <u>Of Advisory Committees</u> .....	6
ARTICLE V - OFFICERS.....	7
Section 1. <u>Officers</u> .....	7
Section 2. <u>Election or Appointment</u> .....	7
Section 3. <u>Removal</u> .....	7
Section 4. <u>Resignation</u> .....	7
Section 5. <u>Vacancies</u> .....	7

Section 6.	<u>Co-Chairs</u> .....	7
Section 7.	<u>Executive Director</u> .....	7
Section 8.	<u>Secretary</u> .....	8
Section 9.	<u>Treasurer</u> .....	8
<b>ARTICLE VI - PROHIBITED TRANSACTIONS.....</b>		<b>8</b>
Section 1.	<u>Loans</u> .....	8
Section 2.	<u>Self-Dealing Transactions</u> .....	8
Section 3.	<u>Approval</u> .....	8
<b>ARTICLE VII - INDEMNIFICATION AND INSURANCE.....</b>		<b>9</b>
Section 1.	<u>Right of Indemnity</u> .....	9
Section 2.	<u>Approval of Indemnity</u> .....	9
Section 3.	<u>Advancing Expenses</u> .....	9
Section 4.	<u>Insurance</u> .....	10
<b>ARTICLE VIII - MISCELLANEOUS.....</b>		<b>10</b>
Section 1.	<u>Fiscal Year</u> .....	10
Section 2.	<u>Contracts, Notes, and Checks</u> .....	10
Section 3.	<u>Annual Reports to Directors</u> .....	10
Section 4.	<u>Amendments</u> .....	11
Section 5.	<u>Governing Law</u> .....	11
Section 6.	<u>Fiscal Agent</u> .....	11

**I. BYLAWS**

**OF  
THE GREENLINING INSTITUTE**

**ARTICLE I  
PRINCIPAL OFFICE**

**The principal office of this corporation shall be located in the City and County of San Francisco, California.**

**ARTICLE II  
MEMBERSHIP**

**This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.**

**ARTICLE III  
BOARD OF DIRECTORS**

**Greenlining, recognizing the importance of maintaining a diversity of board members that reflects the age, ethnicity and gender of California's population, its constituency, may prioritize these groups for recruitment to the board but does not exclude any nominee regardless of age, race, gender or religion from consideration for nomination.**

**Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.**

**Section 2. Number of Directors. The number of directors shall be not less than nine nor more than twenty-seven, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors.**

**Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:**



- (a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as a 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.

**Section 4. Term of Office of Directors.** Except for the Executive Director, who shall serve on the Board of Directors *ex officio*, the directors of this corporation shall be designated for a term of two years. Directors may serve consecutive terms as long as they are re-nominated and re-elected. A aye vote of two-thirds of sitting directors is required to be elected.

**Section 5. Vacancies.** A vacancy shall be deemed to exist on the Board if the actual number of directors is less than the authorized number for any reason. The sitting board of directors shall carry out nominations and elect new members. Vacancies are filled by election of the majority of sitting directors.

**Section 6. Resignation and Removal.** Resignations shall be effective upon receipt in writing by the Secretary of this corporation, unless a later effective date is specified in the resignation. The Board of Directors may remove any director at any meeting, with or without cause, on the affirmative vote of at least two-thirds of the directors then in office.

**Section 7. Annual Meetings.** A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by either Co-Chair or any two directors, and noticed in accordance with Section 9.

When hotel accommodations have been arranged for Board meetings, it will be the responsibility of the Board Member to cancel his or her reservation within 48 hours or the time required by the hotel if unable to attend the meeting. Any hotel charges incurred as a result of a “no show” by a Board Member, it will be the responsibility of that Board Member to pay the hotel charges.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by either Co-Chair, or any two directors, and noticed in accordance with Section 9.

**Section 9. Notice.** Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail or 48 hours before any such meeting if given personally or by telephone, telegraph, or facsimile transmission, and shall state the date, place, and time of the meeting.

**Section 10. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not 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. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 11. Quorum.** One-third of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Section 12; Article V, Section 1; Article VI, Section 3; Article VII, Section 2; Article VII, Section 2; and Article VIII, Section 4, of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 12. Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

**Section 13. Telephone Meetings.** Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**Section 14. Standard of Care.**

- A. **General.** A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation 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 as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such 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 such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure of alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

- B. Investments.** Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

**Section 15. Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

**Section 16. Compensation.** Directors shall serve without compensation for their services as directors, provided that the reimbursement or advance of reasonable actual expenses incurred by a director in the performance of his or her duties shall not be prohibited by this Section.

**Section 17. Representing the Interest of Residential Ratepayers.** This corporation authorizes its Executive Director in consultation with the Executive Committee to intervene before state and federal regulatory agencies and courts to represent the interests of low

income communities, minorities and residential ratepayers, including but not limited to users of electricity, telecommunication services, gas and water.

**Section 18. Fundraising.** The Board of Directors, recognizing their responsibility to contribute to fundraising and their limitations to personally contribute, hereby resolve to contribute best faith efforts towards the following:

- Personally contribute \$1,000 or more every four (4) years.
- Attend funding meetings with Staff and foundations when requested.
- Develop and identify fundraising opportunities.
- Recruit 10 attendees (1 table) for the Annual Summit.
- Assist in mitigating Greenlining expenses when possible.

**Section 19. Founding Emeritus Board.** Greenlining honors and recognizes the courageous and outstanding leadership efforts of the founding Board of Directors. Greenlining will create a “Founding Emeritus Board” to recognize outgoing board members for their hard work and sacrifice in developing the strongest multi-ethnic organization in the country. Founding Emeritus Board Members will be:

- Listed on the Greenlining stationery letterhead;
- Invited to attend board meetings;
- Invited to the annual economic summit; and
- Will be recognized when appropriate at key events and functions.

#### ARTICLE IV COMMITTEES

**Section 1. Board Committees.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on any Board Committee;
- (c) remove any director without cause;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;

- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article VI of these Bylaws; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article V and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

**Section 2. Advisory Committees.** The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines.

**Section 3. Meetings.**

- A. **Of Board Committees.** Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- B. **Of Advisory Committees.** Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE V OFFICERS

**Section 1. Officers.** The elected officers of this corporation shall be two Co-Chairs of the Board, a Secretary, a Treasurer and a member at-large. This corporation shall have an Executive Director appointed by the Board, and may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or a Co-Chair of the Board, if any.

**Section 2. Election or Appointment.** The elected officers of this corporation shall be elected at the annual meeting in odd-numbered years by the Board of Directors to a two-year term. The Executive Director shall be appointed by the vote of a majority of the directors then in office, without term. All officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

**Section 3. Removal.** Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

**Section 4. Resignation.** Any officer may resign at any time by giving written notice to the Secretary or President of this corporation. Any resignation shall take effect on receipt of that notice by the Secretary or at any later time specified by 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 this corporation under any contract to which the officer is a party.

**Section 5. Vacancies.** A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office, for the unexpired portion of the term.

**Section 6. Co-Chairs.** The Co-Chairs shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board of these Bylaws.

**Section 7. Executive Director.** The Executive Director shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation. The Executive Director shall be a member of all Board Committees and shall have the general powers and duties of management usually vested in the office of Executive Director, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 8. Secretary.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the directors, shall supervise the giving of such

notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 9. Treasurer.** The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accounting as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## ARTICLE VI PROHIBITED TRANSACTIONS

**Section 1. Loans.** Without the approval of the Attorney General of California, this corporation shall not make any loans of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

**Section 2. Self-Dealing Transactions.** Except as provided in Section 3 below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

**Section 3. Approval.** This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (1) this corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

## ARTICLE VII INDEMNIFICATION AND INSURANCE

**Section 1. Right of Indemnity.** To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

**Section 2. Approval of Indemnity.** On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification.

**Section 3. Advancing Expenses.** To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

**Section 4. Insurance.** The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## ARTICLE VIII



## MISCELLANEOUS

**Section 1. Fiscal Year.** The fiscal year of this corporation shall end each year on December 31.

**Section 2. Contracts, Notes, and Checks.** All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board, and except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by any person or persons on whom such power may be conferred by the Board.

**Section 3. Annual Reports to Directors.** Within 120 days after the end of this corporation's fiscal year, the Co-Chairs shall furnish a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, has 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 this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year;
- (e) any transaction during the previous fiscal year involving Fifty Thousand Dollars (\$50,000.00) or more between this corporation and any of its directors or officers, and the amount and circumstances of any indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year to any director or officer of this corporation. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

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

**Section 4. Amendments.** Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of the Board meeting at

which they will be considered for adoption. The vote of two-thirds of the directors present at any meeting or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

**Section 5. Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

**Section 6. Fiscal Agent.** Greenlining, recognizing a responsibility to assist new organizations serving a similar constituency as Greenlining's, will, when appropriate without risk to Greenlining's non-profit status or reputation, will act as a temporary fiscal agent for:

- **Burgeoning community organizations that have applied for or will soon (2 months) receive their own 501(c)(3) non-profit status.**
- **A time period not to exceed 18 months.**
- **Organizations that pay for the necessary additional accounting costs.**
- **Organizations approved by the Executive Committee of the Board of Directors.**
- **Applications/requests approved by the organization's General Counsel.**

**CERTIFICATE OF SECRETARY**

**I, Ben Benavidez, certify that I am presently the duly elected and acting Secretary of The Greenlining Institute, a California nonprofit public benefit corporation, and the above Bylaws, consisting of eleven pages, are the Bylaws of this corporation as adopted by Action of Sole Incorporator, on March 25, 1993.**

**DATED: \_\_\_\_\_, 1993**

\_\_\_\_\_  
**Ben Benavidez, Secretary**

# The Greenlining Institute

## Bylaw Amendment Language for full board consideration and action

To amend Greenlining Institute's bylaws, adding the following language to Article III - Board of Directors, Section 17:

*Section 17. Representing the Interest of Residential Ratepayers. This corporation authorizes its Executive Director in consultation with the Executive Committee to intervene before state and federal regulatory agencies and courts to represent the interests of low income communities, minorities and residential ratepayers, including but not limited to users of electricity, telecommunication services, gas and water.*

Adopted, July 31, 1998

# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws, adding the following language to Article III - Board of Directors, Section 7:

*Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by either Co-Chair or any two directors, and noticed in accordance with Section 9.*

*When hotel accommodations have been arranged for Board meetings, it will be the responsibility of the Board Member to cancel his or her reservation within 48 hours or the time required by the hotel if unable to attend the meeting. Any hotel charges incurred as a result of a “no show” by a Board Member, it will be the responsibility of that Board Member to pay the hotel charges.*

Adopted, April 7, 2000

# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws with the following language to Article III, Board of Directors, Sections 4 and 5:

*Section 4. Term of Office of Directors. Except for the Executive Director, who shall serve on the Board of Directors ex officio, the directors of this corporation shall be designated for a term of two years. Directors may serve any number of consecutive terms as long as they are re-elected at each election. Every sitting member must be re-nominated and re-elected.*

*Section 5. Vacancies. A vacancy shall be deemed to exist on the Board if the actual number of directors is less than the authorized number for any reason. The sitting board of directors shall carry out nominations and elect new members. Vacancies are filled by election of the majority of sitting directors.*

Adopted, October 21, 2001

# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws with the following language to Article III,

Board of Directors, Sections 4:

*Section 4. Term of Office of Directors. Except for the Executive Director, who directors of this corporation shall be designated for a term of two years. Directors may serve consecutive terms as long as they are re-nominated and re-elected. A aye vote of two-thirds of sitting directors is required to be elected.*

Adopted, November 5, 2005

# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws, adding as the First Paragraph the following language to Article III, Board of Directors:

***First Paragraph: Greenlining, recognizing the importance of maintaining a diversity of board members that reflects the age, ethnicity and gender of California's population, its constituency, may prioritize these groups for recruitment to the board but does not exclude any nominee regardless of age, race, gender or religion from consideration for nomination.***

Adopted, November 5, 2005



# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws, adding the following language to Article III, Board of Directors, Sections 18 and 19:

***Section 18. Fundraising. The Board of Directors, recognizing their responsibility to contribute to fundraising and their limitations to personally contribute, hereby resolve to contribute best faith efforts towards the following:***

- *Personally contribute \$1,000 or more every four (4) years.*
- *Attend funding meetings with Staff and foundations when requested.*
- *Develop and identify fundraising opportunities.*
- *Recruit 10 attendees (1 table) for the Annual Summit.*
- *Assist in mitigating Greenlining expenses when possible.*

***Section 19. Founding Emeritus Board. Greenlining honors and recognizes the courageous and outstanding leadership efforts of the founding Board of Directors. Greenlining will create a “Founding Emeritus Board” to recognize outgoing board members for their hard work and sacrifice in developing the strongest multi-ethnic organization in the country. Founding Emeritus Board Members will be:***

- *Listed on the Greenlining stationery letterhead;*
- *Invited to attend board meetings;*
- *Invited to the annual economic summit; and*
- *Will be recognized when appropriate at key events and functions.*

Adopted, October 27, 2007

# The Greenlining Institute

## Bylaw Amendment Language

To amend Greenlining Institute's bylaws, adding the following language to

Article VIII, Miscellaneous, Section 6:

***Section 6. Fiscal Agent. Greenlining, recognizing a responsibility to assist new organizations serving a similar constituency as Greenlining's, will, when appropriate without risk to Greenlining's non-profit status or reputation, will act as a temporary fiscal agent for:***

- ***Burgeoning community organizations that have applied for or will soon (2 months) receive their own 501(c)(3) non-profit status.***
- ***A time period not to exceed 18 months.***
- ***Organizations that pay for the necessary additional accounting costs.***
- ***Organizations approved by the Executive Committee of the Board of Directors.***
- ***Applications/requests approved by the organization's General Counsel.***

Adopted, October 27, 2007