

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Order Instituting Rulemaking to Enhance the Role of Demand Response in Meeting the State's Resource Planning Needs and Operational Requirements	Rulemaking 13-09-011 (Filed September 19, 2013)
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NOTICE OF INTENT TO CLAIM INTERVENOR COMPENSATION AND, IF REQUESTED (and ¹ checked), ADMINISTRATIVE LAW JUDGE'S RULING ON SIERRA CLUB'S SHOWING OF SIGNIFICANT FINANCIAL HARDSHIP

Customer (party intending to claim intervenor compensation): Sierra Club	
Assigned Commissioner: Michael R. Peevey	Assigned ALJ: Kelly A. Hymes
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).	
Signature:	/s/ William Rostov
Date: 11/25/13	Printed Name: William Rostov

PART I: PROCEDURAL ISSUES

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

A. Status as "customer" (see Pub. Util. Code § 1802(b)): The party claims "customer" status because the party (check one):	Applies (check)
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)).	<input type="checkbox"/>
2. Category 2: Is a representative who has been authorized by a "customer" (§ 1802(b)(1)(B)).	<input type="checkbox"/>
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.	<input checked="" type="checkbox"/>
4. The party's explanation of its customer status, with any documentation (such as articles of incorporation or bylaws) that supports the party's "customer" status.	

¹ DO NOT CHECK THIS BOX if a finding of significant financial hardship is not needed (in cases where there is a valid rebuttable presumption of eligibility (Part III(A)(3)) or significant financial hardship showing has been deferred to the intervenor compensation claim).

All attached documents should be identified in Part IV.

Sierra Club meets the third definition of “customer” provided in Public Utilities Code section 1802(b)(1)(C). Sierra Club is a “representative of a group or organization authorized pursuant to its articles of incorporation or bylaws to represent the interests of residential customers” Sierra Club is a non-profit, member-based, “public benefit” California corporation with over 600,000 members nationwide, and more than 140,000 members living in California and many of these members are residential customers of the three Investor Owned Utilities (“IOUs”).

Sierra Club’s Articles, Bylaws, Standing Rules, and policies authorize and require it to represent the environmental interests of its members – including California IOU customers. Sierra Club’s Board of Directors is democratically elected by its members. *See* Sierra Club Standing Rule (“S.R.”) 4.8.1.¹ Sierra Club is expressly authorized to participate in environmental legal actions to advance its mission, including lawsuits and administrative proceedings. *See* S.R. 5.15.1 and 9.1.2. For decades, Sierra Club has participated in environmental lawsuits and administrative proceedings, and has appeared numerous times before the California Public Utilities Commission. Sierra Club is currently an active participant in the 2012 Long-Term Procurement Plan (“LTPP”) and Resource Adequacy proceedings, among others.

Sierra Club’s environmental concerns encompass a broad range of energy and pollution issues. Specifically, Sierra Club has become a leader in the effort to reduce California’s and the nation’s dependence on fossil fuels. The highest current priority of Sierra Club’s work is eliminating the need for fossil fuel-fired power plants through the development of affordable clean energy. Sierra Club has been active in the legislature and its committees as well as in the Governor’s office to bring clean energy on line and to reform the state’s renewable portfolio standard.

Sierra Club will devote significant resources to clean energy issues for the next five to ten years in its national and state level “Clean Energy Solutions” campaign. A centerpiece is to secure solutions to global warming, using existing and upcoming technology to “curb global warming, while at the same time building a clean, sustainable economy that lowers energy bills and creates thousands of new jobs.” *See* Sierra Club, “Clean Energy,” available at <http://www.sierraclub.org/energy/>.

To advance these energy-related goals, Sierra Club has employed litigation, participation in administrative proceedings, public education and organizing, electoral and lobbying efforts, and communications and media work. Sierra Club has brought legal actions numerous times to address pollution from coal-fired power plants, while simultaneously affirmatively supporting clean energy projects, including energy efficiency, wind and solar. Sierra Club lobbyists and volunteer members actively worked in favor of passage of California’s landmark laws and implementing regulations to address global warming, including A.B. 32 (“Global Warming Solutions Act of 2006”) and A.B. 1493 (the “Pavley bill,” imposing greenhouse gas emission limits on motor vehicles).¹

¹ A copy of the Sierra Club’s Bylaws and Standing Rules is attached.¹

The interests of the customers represented by Sierra Club are unique and well suited to this case and are not adequately represented by other parties that have intervened in this case.² As the Commission has recognized: “With respect to environmental groups, we have concluded they were eligible in the past with the understanding that they represent customers whose environmental interests include the concern that, e.g., regulatory policies encourage the adoption of all cost-effective conservation measures and discourage unnecessary new generating resources that are expensive and environmentally damaging. (D.88-04-066, mimeo at 3). They represent customers who have a concern for the environment which distinguishes their interests from the interests represented by Commission staff, for example.” D.98-04-059, at 29 n. 14. Sierra Club brings to this proceeding its members’ unique perspective and experience advancing innovative technical and regulatory solutions to increase clean energy resources and drastically reduce California’s carbon footprint. The Commission has accordingly approved Sierra Club California’s intervention with entitlement to compensation on several occasions.³ *See, e.g.,* D.09-10-054; D.06-06-056.

Sierra Club, consistent with its governing documents, appropriately represents the environmental and energy conservation interests of its members who are California IOU customers. Sierra Club therefore qualifies as a “customer” as defined in section 1802(b)(1)(C) of the Public Utilities Code and the Commission’s decisions applying this section to environmental organizations.

Do you have a direct economic interest in outcomes of the proceeding? No
 If yes, explain: N/A

B. Conflict of Interest (§ 1802.3)	Check
1. Is the customer a representative of a group representing the interests of small commercial customers who receive bundled electric service from an electrical corporation?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2. If the answer to the above question is “Yes”, does the customer have a conflict arising from prior representation before the commission?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

C. Timely Filing of Notice of Intent (NOI) (§ 1804(a)(1)):	Check
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² “Section 1801.3(f) requires an intervenor to avoid unnecessary participation that duplicates that of similar interests otherwise adequately represented by another party, or unnecessary for a fair determination of the proceeding. Section 1802.5, however, allows an intervenor to be eligible for full compensation if its participation materially supplements, complements, or contributes to that of another party if that participation makes a substantial contribution to the commission order.” D.07-03-011 at 7.

³ Sierra Club California, the California Chapter of the Sierra Club, as with chapters in other states, is a subunit of the Sierra Club.

1. Is the party's NOI filed within 30 days after a Prehearing Conference? Date of Prehearing Conference: October 24, 2013	<input checked="" type="checkbox"/> Yes ⁴ <input type="checkbox"/> No
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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2a. The party's description of the reasons for filing its NOI at this other time: N/A	
2b. The party's information on the proceeding number, date, and decision number for any Commission decision, Commissioner ruling, ALJ ruling, or other document authorizing the filing of NOI at that other time: N/A	

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)):

.....
⁴The 30th day after the Prehearing Conference, November 23, 2013, was a Saturday. Therefore, NOIs are due the following business day, November 25, 2013.

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

Sierra Club plans to address the main issues in this proceeding, including 1) reviewing and analyzing current demand response programs to determine whether and how they could be bifurcated into demand-side and supply-side resources; 2) creating an appropriate competitive procurement mechanism for supply-side demand response resources; 3) determining program approval and funding cycles; 4) providing guidance for transition years; and 5) developing and adopting a roadmap for collaboration and coordination with other Commission proceedings and state activities related to demand response.

ffl The party's explanation of how it plans to avoid duplication of effort with other

To the extent possible, Sierra Club will coordinate its participation with other parties who have similar interests to avoid duplication of efforts. For example, Sierra Club may not submit expert testimony on issues if other parties with similar positions have retained experts on those issues. As the proceeding progresses, Sierra Club will consult with other intervenors, including other environmental and ratepayer organizations that share the same positions on specific issues.

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

Sierra Club plans to fully participate in this proceeding and work on the main issues raised by it. Similar to its involvement in the 2010 and 2012 LTPP, Sierra Club will be an active participant in this proceeding. Sierra Club's work will include participating in workshops, conferences and hearings; submitting comments and briefs; working with an energy expert; preparing and filing testimony, cross-examining witnesses; and propounding discovery, as necessary.

Given the breadth and complexity of the issues and the importance of the outcome of this proceeding, Sierra Club anticipates this proceeding will require significant resources to successfully address the numerous issues raised. Sierra Club plans to play a substantial role in this four-phased proceeding. To augment its ability to fully address the issues raised by this proceeding, Sierra Club is represented by attorney John Nimmons, and Earthjustice, a non-profit environmental law firm, and Ron Binz is serving as an expert on its behalf.

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 \$	#
ATTORNEY, EXPERT, AND ADVOCATE FEES				
William B. Rostov [attorney]	50	395	19,750	1
John Nimmons [attorney]	200	375	75,000	2
Matt Vespa [attorney]	50	330	16,500	3
Ron Binz [expert]	200	175	35,000	4

<i>Subtotal: \$</i>				146,250
OTHER FEES				
[Person 1]				
[Person 2]				
<i>Subtotal: \$</i>				
COSTS				
Estimated Miscellaneous Expenses			500	1
<i>Subtotal: \$</i>				500
TOTAL ESTIMATE: \$				146,750

Estimated Budget by Issues:

The bulk of the budget will be devoted to phases two through four. Sierra Club cannot provide a more detailed budget at this time because the contours of Sierra Club’s participation will develop as the proceeding progresses. Sierra Club’s participation on certain issues may depend on whether other intervenors have sufficiently covered those issues.

Comments/Elaboration (use reference # from above):

This is a rough estimate for the costs of this proceeding because this a four-phased proceeding and the Scoping Memo discusses the specific issues of and schedules for phases one and two only. These items may need to be adjusted as the actual length and activities of the proceeding are determined, as it is currently unknown how many workshops and hearings will be held or the extent and frequency of written comments that will be required.

The reasonableness of the hourly rates for Sierra Club’s representatives will be addressed in our request for compensation (reference # 1-4). Sierra Club’s ultimate request will depend on the outcome of the proceeding.

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 and travel time 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 Intervenor Compensation Claim in this proceeding on the following basis:	Applies (check)
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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)).	X
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 in this proceeding (§ 1804(b)(1)).	X
ALJ ruling (or CPUC decision) issued in proceeding number: R. 12-06-013	
Date of ALJ ruling (or CPUC decision): Feb. 25, 2013	

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 NOI):

The average utility bill of Sierra Club’s California members and the customers it represents continues to be small compared to the costs of effective participation in this proceeding. Sierra Club, therefore, should continue to be entitled to a finding of significant financial hardship pursuant to Public Utilities Code section 1802(g).

Sierra Club has received rulings of significant financial hardship in Commission proceedings, including A.10-03-014, R.08-08-009, R.10-05-006, and within the last year in R.12-06-013. In R. 12-06-013, ALJs Sullivan and McKinney determined, on February 25, 2013, that:

Sierra Club’s estimated cost of participating in this proceeding far exceeds the economic interests of the individual members of Sierra Club or of Sierra Club itself. Thus, Sierra Club showing meets the eligibility criteria for intervenor compensation set forth in § 1804 because Sierra Club has demonstrated that it qualifies for a finding of significant financial hardship pursuant to § 1802(g).

Sierra Club does not anticipate any challenge to its eligibility for compensation in this proceeding. If any party does attempt to challenge Sierra Club’s eligibility, Sierra Club requests that it be granted the opportunity to reply to such party’s allegations within 10 days after the service of such filing.

PART IV: ATTACHMENTS DOCUMENTING SPECIFIC ASSERTIONS MADE IN THIS NOTICE
 (The party (“customer”) intending to claim intervenor compensation

identifies and attaches documents; add rows as necessary)

Attachment No.	Description
1	Certificate of Service
2	Sierra Club Bylaws and Standing Rules
3	Sierra Club Articles of Incorporation

ADMINISTRATIVE LAW JUDGE RULING²
(ALJ completes)

	Check all that apply
1. The Notice of Intent (NOI) is rejected for the following reasons:	7
a. The NOI has not demonstrated the party's status as a "customer" for the following reason(s):	7
b. The NOI has not demonstrated that the NOI was timely filed (Part I(B)) for the following reason(s):	7
c. The NOI has not adequately described the scope of anticipated participation (Part II, above) for the following reason(s):	7
2. The NOI has demonstrated significant financial hardship for the reasons set forth in Part III of the NOI (above).	7
3. The NOI has not demonstrated significant financial hardship for the	7

² An ALJ Ruling needs 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 Intervenor Compensation Claim); or (c) the NOI has included a claim of "significant financial hardship" that requires a finding under § 1802(g).

following reason(s):	7
4. The ALJ provides the following additional guidance (see § 1804(b)(2)):	7

IT IS RULED that:

	Check all that apply
1. The Notice of Intent is rejected.	7
2. Additional guidance is provided to the customer as set forth above.	7
3. The customer has satisfied the eligibility requirements of Pub. Util. Code § 1804(a).	7
4. The customer has shown significant financial hardship.	7
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.	7

Dated _____, at San Francisco, California.

ADMINISTRATIVE LAW JUDGE

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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):

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

to the following persons appearing on the official Service List:

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Proceeding: R1309011 - OIR - TO ENHANCE THE
Last changed: November 19, 2013

Parties

ELIZABETH KELLY LEGAL DIRECTOR MARIN ENERGY AUTHORITY EMAIL ONLY EMAIL ONLY, CA 00000 ENERGY FOR: MARIN ENERGY AUTHORITY SUSTAINABLE REGIONAL	JODY S. LONDON JODY LONDON CONSULTING EMAIL ONLY EMAIL ONLY, CA 00000 FOR: SOUTHERN CA REGIONAL NETWORK/LOCAL GOVERNMENT ENERGY COALITION/BAY AREA
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Information Only

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HAZLYN FORTUNE
CALIF PUBLIC UTILITIES COMMISSION
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AREA 4-A
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JAIME ROSE GANNON
CALIF PUBLIC UTILITIES
PROCUREMENT STRATEGY AND
AREA 4-A
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JENNIFER CARON
CALIF PUBLIC UTILITIES COMMISSION
COMMISSION
EXECUTIVE DIVISION
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JOE COMO
CALIF PUBLIC UTILITIES
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KE HAO OUYANG
CALIF PUBLIC UTILITIES COMMISSION
COMMISSION
UTILITY & PAYPHONE ENFORCEMENT BRANCH
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KELLY A. HYMES
CALIF PUBLIC UTILITIES
DIVISION OF ADMINISTRATIVE
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MICHELE KITO
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PAMELA NATALONI
CALIF PUBLIC UTILITIES
LEGAL DIVISION
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PAULA GRUENDLING
CALIF PUBLIC UTILITIES COMMISSION
COMMISSION
DEMAND SIDE PROGRAMS BRANCH
CUSTOMER PROGRAM
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RADU CIUPAGEA
CALIF PUBLIC UTILITIES
ELECTRICITY PRICING AND
ROOM 4104
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RUSSELL EDWARDS

SCARLETT LIANG-UEJIO

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<p>CALIF PUBLIC UTILITIES COMMISSION COMMISSION DEMAND SIDE PROGRAMS BRANCH AREA 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p> <p>SUDHEER GOKHALE CALIF PUBLIC UTILITIES COMMISSION COMMISSION ELECTRICITY PRICING AND CUSTOMER PROGRAM LAW JUDGES ROOM 4102 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p> <p>VALERIE KAO CALIF PUBLIC UTILITIES COMMISSION COMMISSION ELECTRICITY PRICING AND CUSTOMER PROGRAM CUSTOMER PROGRAM ROOM 4104 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p> <p>REBECCA TSAI-WEI LEE CALIF PUBLIC UTILITIES COMMISSION DRA - ADMINISTRATIVE BRANCH 770 L Street, Suite 1250 Sacramento, CA 95814</p>	<p>CALIF PUBLIC UTILITIES DEMAND SIDE PROGRAMS BRANCH AREA 4-A 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p> <p>TIMOTHY J. SULLIVAN CALIF PUBLIC UTILITIES DIVISION OF ADMINISTRATIVE ROOM 5115 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p> <p>XIAN "CINDY" LI CALIF PUBLIC UTILITIES ELECTRICITY PRICING AND ROOM 4104 505 VAN NESS AVENUE SAN FRANCISCO, CA 94102-3214</p>
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Executed this 25 day of November, 2013, at San Francisco, California.

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/s/ William Rostov

[Signature]

William Rostov
 Earthjustice
 50 California Street,
 Suite 500
 San Francisco, CA 94111

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ATTACHMENT 2

Revision: March 1, 2010

BYLAWS & STANDING RULES OF THE SIERRA CLUB

[The current Bylaws are given **in boldface** flush left. They were amended and approved by the membership, April 11, 1981; the numbers in brackets – for example, [5130] – at the end of a Bylaws paragraph reference the relevant sections of the California Nonprofit Corporation Law. Standing Rules are indicated by SR and are in regular type indented.]

SR. 0.1.1: Purpose

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

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

SR. 0.1.2: Defined Terms

As used in these Standing Rules, the following terms are defined as follows:

“Board” shall mean the Board of Directors of the Club.

“Club” shall mean the Sierra Club.

“Club Council” shall mean the Club's Council of Club Leaders.

“Corporation Law” shall mean the California Nonprofit Public Benefit Corporation law.

“Executive Committee” shall mean the Executive Committee of the Board.

Adopted 05/19-20/06; revised 05/16/08

Bylaw 1: NAME

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

SR. 1.1.1: One Corporation

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

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

Bylaw 2: PURPOSES

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

2.2. The purposes of the Sierra Club are

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

SR. 2.2.1: Civil Disobedience

(a) The Club will not encourage, request or direct any person to violate the law. No chapter, group, or other entity of the Club shall encourage, request or direct any person to violate the law.

(b) The Club recognizes that it cannot control the private actions of its members, and in particular cannot prevent its members from engaging in acts of civil disobedience. However, no member of the Club is authorized to use, display, or invoke the Club's name or logo (including the name of any chapter, group, or other entity of the Club) in connection with committing, or encouraging, requesting or directing any other person to commit, any violation of the law.

(c) The Club recognizes that some of its members have become closely identified with the Club in the minds of the public. The mere involvement of such members, either individually or collectively, in an act of civil disobedience or other violation of law, without any effort on their part to use, display, or invoke the Club's name, or logo in connection with that act, shall not be deemed a violation of this Standing Rule. Members shall take all reasonable precautions to avoid confusion over whether the Club is involved in such acts.

(d) If an act or acts of civil disobedience or other violation of the law have taken place, the Club or any chapter, group, or other entity of the Club may publish a factually accurate report thereof, regardless of whether any member of the Club participated in such acts, so long as the report does not approve of such acts or advocate similar acts, and so long as the report does not refer to the Sierra Club affiliation of any person involved in such acts.

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

SR. 2.2.2: Representing the Club

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

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

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

Adopted 12/2/84; amended 05/19-20/06, 02/24/07

SR. 2.2.3: Defense of Name

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

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

SR. 2.2.4: Club Assets

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

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

SR. 2.2.5: Conflicts of Interest

(a) Preamble. Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second person or

organization. No one should be faulted merely because a conflict of interest situation exists. A problem arises only when someone takes action related to the conflict. A person in a conflict of interest situation may act appropriately by respecting his/her duty of loyalty, or may act inappropriately by violating it. It is the action – the behavior – that is or is not appropriate.

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

(c) Definition.

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

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

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

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

(e) Existence of a Conflict of Interest Situation.

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

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

(f) **Obligation to Disclose.** Disclosure shall be to the Club entity (group or chapter executive committee, internal or issue committee, or Board or other national entity) most directly involved or, in the case of staff, to the Executive Director. At least annually, or at the time the situation arises, all volunteer leaders and staff shall disclose any conflict of interest situation. At least annually, all volunteer leaders and staff members shall disclose any direct or indirect benefits that they are receiving or will receive as a result of agreements between the Club and any outside party. However, existence of a minor interest in pension fund investments and third party-managed funds shall not constitute a conflict of interest.

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

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

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

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

(k) **Notice and Review of Policy.** A copy of this conflict of interest policy shall be furnished to each volunteer leader and staff member who is presently serving the

Club, or who may hereafter become associated with it. This policy shall be reviewed annually as a part of a meeting of each Club entity for the information and guidance of volunteer leaders, and any new volunteer leaders shall be advised of the policy upon undertaking the duties of their office. This policy shall be prominently included in the employment manual for all existing and new staff members.

[Note: This Standing Rule does not apply to concerns arising from attendance and participation at meetings by Club members who are not voting members of the Club entity at issue. For information on that topic, see Bylaw 5.14 and chapter and group bylaws regarding open meetings.]

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

SR. 2.2.6: Standards of Conduct

(a) Affirmative Standards of Conduct

(i) Serving in an appointed to elected position of leadership is a privilege that can be lost either by ignoring the duty of loyalty expected of all Club leaders or by violating the following affirmative standards of conduct.

(ii) Club leaders have an obligation to meet the following affirmative standards of conduct, and to hold other leaders accountable to them as well, in all Club interactions with others, including in person, in writing, on email, or on the phone.

(A) Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.

(B) Create a welcoming environment for new members and volunteers; avoid cliquishness, and language or behavior that offends others.

(C) Always represent the Club and its mission in a positive and professional manner; keep disagreements within the Club.

(D) Accurately present the Club's policies and positions when communicating on behalf of the Club; don't use a Club leadership role or title to advance personal views that are not the Club's position.

(E) Respect your obligation to the Club's members; use member lists and information about members for Club purposes only.

(F) Use Club resources wisely and in keeping with the fiduciary responsibility of all leaders.

(G) Foster an open democratic decision-making process; respect decisions once they are made.

(H) Within the Club praise publicly, criticize privately and tactfully.

(I) Respect the policies and procedures that have been established by and for members engaged in specific Club activities; when in doubt, ask.

(b) Serious Misconduct. The following actions constitute serious misconduct:

- (A) Physical or sexual assault or violent threats toward others.
- (B) Embezzling or misdirecting Club funds, membership lists or other assets for activities not authorized by the responsible entity.
- (C) Use of racial slurs or other derogatory language regarding gender, ethnic or national origin, religion, age, sexual orientation, or disability.
- (D) Fraud, libel, defamation or illegal activity of any kind in the conduct of Club business.
- (E) Illegal or unethical professional conduct outside the Club if that misconduct could significantly damage the Club, its staff, its members or its assets.
- (F) Harassment, threats or any action directed toward Club employees that violate Club employment policies or are covered by law.

(c) Dealing With Disruptive Personal Behavior

(i) The chair of the relevant Club entity has an obligation to deal quickly and decisively with violations of the affirmative standards of conduct or actions constituting serious misconduct. All disputes over personal behavior that may violate the affirmative standards of conduct or may constitute serious misconduct should be resolved at the most local level, and informally whenever possible, according to the guidelines established by the Board Volunteer Leadership Advisory Committee. Disputes over personal behavior may also warrant the removal, suspension or barring the member from leadership positions or participation in certain activities.

(ii) Formal actions under Standing Rule 5.10.2 to remove, suspend or bar members from leadership positions (except members of the Board of Directors) or participation in certain activities should only be undertaken when a member's personal behavior is clearly disruptive, repeatedly violates the affirmative standards of conduct, impairs the work of the Club, or constitutes serious misconduct.

(iii) Immediate Suspension

A. The Executive Director, Board President, and the Chair of the Board Volunteer Leadership Advisory Committee, or their acting designee, together have authority to immediately suspend a member from leadership positions (except members of the Board of Directors) or from participation in specific Club activities for serious misconduct. Any Club member who believes that a member has engaged in serious misconduct can make a written request to the Club's Executive Office for the immediate suspension of that member from a leadership position (excepting members of the Board of Directors) or from participation in specific Club activities.

B. Any action to immediately suspend a member for serious misconduct must be based on a fair assessment (clear documentation, multiple reports, and direct communication with the person involved) that creates strong reason to believe that serious misconduct occurred.

C. In cases of the immediate suspension of elected leaders, the process for Removal of Members from Leadership or from the Club (Standing Rule 5.10.2), or the process for resolving conflicts between volunteers and staff must be used to determine whether the suspension should be reversed, extended for a specific period of time, or made permanent. One of these processes must be initiated within three weeks of a suspension.

(d) Resolving Disputes

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

(ii) Decision-Making Disputes

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

(B) All disputes among volunteers should be resolved at the most local level possible. If these disputes cannot be resolved locally, the Office of Volunteer and Activist Services shall provide assistance in resolving disputes.

(e) Authority is delegated to the Board Volunteer Leadership Advisory Committee to develop and adapt, as needed, guidelines for resolving disputes over these Standards of Conduct.

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

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

SR. 2.2.7: Sexual Harassment

(a) Sexual harassment of Club employees or in Club workplaces is prohibited as provided by law and as governed by Club employment policies and contracts. Any complaints or concerns about sexual harassment of Club staff, or in Club offices, should be reported to a staff supervisor and to the Director of Human Resources.

(b) Sexual harassment of Club members, volunteers or others who participate in Club-sponsored activities is also prohibited. This includes: (i) repeated, unwelcome sexual suggestions or physical contact at any time during Club-sponsored activities or directly related to them; (ii) sexual language or images that create an offensive environment at Club meetings or other Club-sponsored activities; (iii) use of Club contact information to make repeated, unwelcome personal or sexual suggestions outside of Club-sponsored activities; or (iv) demands for sexual favors made explicitly or implicitly a condition for support of a volunteer appointment or volunteer request.

(c) All complaints of sexual harassment are to be treated seriously by relevant Club staff and volunteer leaders, in confidence, and without retaliation or hostility toward the individual complaining.

(d) Sexual harassment can be grounds for termination of Club membership in accordance with SR.5.10.2, Removal of Members from Leadership or from the Club, or termination of employment as governed by Club employment policies and contracts. Sexual assault is considered serious misconduct, as governed by SR. 2.2.6, Standards of Conduct.

Adopted 03/15/92; amended 09/24-25/94, 02/16/06, 05/19-20/06

[Any complaint regarding sexual harassment that involves volunteer leaders or activities should be directed to the Office of Volunteer and Activist Services for further guidance and action if needed. Complaints or concerns about sexual harassment that involve Club employees should be reported to the Director of Human Resources.]

Bylaw 3: PRINCIPAL OFFICE

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

Bylaw 4: MEMBERSHIP

Section 1: Classification, Application, and Dues

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

SR. 4.1.1: Rights of Members

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

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

SR 4.1.2: Access to Membership List

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

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

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

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

SR 4.2.1: Membership Classes

(a) In addition to the Regular and Life membership classes established in Bylaw 4.2, the Board of Directors establishes an Introductory (Affiliate) class of membership. Regular and Introductory (Affiliate) classes are further categorized as Standard, Supporting, Contributing, Student, Senior (60 years or older), or Limited Income. Each of the three membership classes may also be further categorized as a joint membership for two persons residing at the same address.

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

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

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

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

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

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

SR.4.3.1: Club Membership Requirement for Leadership Positions

In order for a person to hold any elected or appointed volunteer leadership position at any level of the Club – including membership on a national committee, Club Council, or chapter, group or section committee – that person must be a Club member. No individual shall be added to the Club's leadership roster until he or she has become a member of record.

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

4.4. The annual dues for each class of membership shall be set by the Board of Directors. The Board may exempt any class or any member from dues.

4.5. A portion of the annual dues from each membership shall be specified by the Board of Directors as a subscription price to the Sierra Club Bulletin and appropriate regional, chapter, and local group publications.

4.6. No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of the annual dues after the grace period, if any, set by the Board. No member shall have any property right by virtue of membership. [5320, 5340]

Section 2: Meetings and Voting

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

SR. 4.7.1: Meetings

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

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

SR. 4.7.2: Meetings – Rules of Order

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

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

SR. 4.7.3: Votes by Electronic Mail

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

- (a) the Club entity has authorized voting by electronic mail in advance;
- (b) voting members of the Club entity all receive the same information, including each member's vote;
- (c) a date and time is set for the start and end of each electronic mail vote;
- (d) a member may change his or her vote at any time prior to the final date and time set for the end of each electronic vote;
- (e) only a discrete main motion may be voted on by electronic mail;
- (f) no motion is approved by less than a majority of the current voting members of the entity, excluding vacancies; and
- (g) votes by electronic mail are recorded in the minutes of the next regular meeting.

Adopted 02/24/07; amended 07/19/07

SR. 4.7.4: Meetings – No Smoking

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

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

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

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

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

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

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

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

(c) Club Offices. Upon the expiration of existing leases, all Club offices will be located in fully accessible facilities. No lease should be renewed unless the space meets all accessibility requirements for public facilities.

Adopted 05/7-8/94; amended 05/19-20/06, 02/24/07

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

SR. 4.8.1: Voting by Members

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

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

Section 3: Liabilities of Members

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

Bylaw 5: BOARD OF DIRECTORS

Section 1: Number and Powers of Directors

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

the Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [5151, 5210, 5211]

SR. 5.1.1: Indemnification and Insurance

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

(b) The Club shall, to the extent practicable and permitted by the Corporation Law, maintain insurance on behalf of its Directors and officers against any expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by such Directors and officers in their capacity as such as a result of any threatened lawsuit, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

Adopted 05/2-3/87; amended 05/19-20/06, 02/24/07

Section 2: Nomination, Election, and Term of Office

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

SR. 5.2.1: Close of Nominations

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

Adopted 09/26-27/98

SR. 5.2.2: Nominating Committee Appointments

The President shall appoint the members of the Nominating Committee, subject to confirmation by the Executive Committee. Terms of appointment will be for three years, with yearly appointments made on a 3-2-2 rotation. At least one year's absence from the committee shall occur before a member is eligible for reappointment. The president shall annually designate one of the continuing members as chair of the committee. All appointments shall be made and confirmed by March 31.

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

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

Club employees are ineligible for nomination as Director. Former employees shall remain ineligible for a period of two years after the last date of their employment. Former temporary employees who have worked for the Club less than six months in the previous two years shall be eligible for nomination as a Director three months after their last day of employment. Persons who are paid by the Club as independent contractors or consultants rather than employees are not subject to the two-year period of ineligibility, but may not continue the financial relationship with the Club after being nominated either by the Nominating Committee or by petition.

Adopted 11/20-21/82; amended 11/15-16/97, 05/19-20/06, 2/24/07

Bylaw 5 (cont.)

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

SR. 5.3.1: Nominations – Petitions

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

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

(c) Members for whom nomination petitions are being circulated shall be called "petitioners." Petitioners become "candidates" and "nominees" after the Secretary

certifies that their petitions meet the requirements of the Bylaws and Standing Rules. The provisions of Standing Rules 5.2.1 through 5.6.2 apply equally to petitioners and nominees (candidates).

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

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

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

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

SR. 5.4.1: One-Year Requirement

Nominees must have been members of the Club in any membership class continuously for one year prior to the date set for the close of nominations.

Adopted February 24, 2007

5.5. The Board shall appoint from the membership of the Club three (3) Inspectors of Election and a number of alternates, who shall supervise the election, oversee the counting of ballots, tabulate the results, and report to the President and the

Secretary in writing the number of votes for each candidate and the names of those elected to serve as Directors. No Director or nominee may serve as an Inspector of Election or alternate. [5615]

5.6. At least four (4) weeks before the date set for counting the ballots, a ballot containing the names of the nominees, in the order presented by the Nominating Committee, shall be mailed to each member of the Club eligible to vote. The ballot shall be accompanied by the statement of each nominee. If no statement has been received from a nominee, it shall be so indicated, but the nominee's name shall remain on the ballot. [5513]

SR. 5.6.1: Promotion of Candidates

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

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

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

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

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

(ii) The Nominating Committee shall prescribe the form of the statements, including the number of words and of paragraphs or indentations, the use of bullets or other printer's marks and specific information (for example, length of membership, offices held and other experience in the Club) that the committee may require of all

candidates. Candidates must submit with their statements evidence that each listed endorser has agreed to be so listed.

(iii) Candidate statements shall be reviewed for length, form and significant errors of fact about the Club by a Ballot Statement Review Committee. The committee shall consist of three Club members who are neither Directors, candidates for Director, nor members of the Nominating Committee, appointed annually and jointly by the Nominating Committee and Board of Directors or its Executive Committee. No change in a statement shall be made without the nominee's specific consent, except to conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the candidate does not make the statement conform to the prescribed format and/or word limit within five days of a request, the committee shall change the statement to do so. If a candidate, on request of the committee, refuses to remove significant errors of fact (but not differences of opinion) about the Club or any candidate from the statement, the Secretary, at the request of the committee, shall cause a correction or note to be published in the ballot materials, subject to an appeal to the Inspectors. An asterisk or other mark in the candidate's statement may be included to make the correction clear.

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

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

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

(iii) During the nominating and election process, the Nominating Committee, in cooperation with the Chief Inspector of the Election, shall distribute to appropriate chapter and group leaders and editors memos in which the following matters are discussed:

- (A) the nature of the nominating process and the criteria used;
- (B) the availability of the petition process and a description of the procedures;
- (C) a statement of this Standing Rule on Promotion of Candidates;
- (D) a plea for orderly process in elections, asking that members vote for the candidates that in their opinion would best serve the overall interests of the Club and its members.

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

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

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

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

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

(g) Chapter Endorsements. Chapters, but not groups or other Club entities, may vote to recommend one or more candidates in the election to the Board. Such a chapter recommendation must be adopted in a regular or special meeting by a

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

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

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

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

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

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

(ii) Candidates shall report the aggregate amount of contributions and expenditures 45 days before the date set for counting the ballots and 15 days after that date. Individual contributions and expenditures of \$100 or more, including the identity of the contributor or recipient, shall be reported to the Executive Office within 10 days of receipt and 15 days before and after the date set for counting the ballots (but not more than once). The reports shall be available for inspection and copying by any member.

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

SR. 5.6.2: Complaints, Appeals, Remedies & Sanctions

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

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

(c) Content and Availability of Rulings

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

(ii) In their discretion, the Inspectors also may make available on the Club's extranet other written documents related to their ruling or may make such documents available to the complainant prior to their ruling, except those documents designated as attorney work-product or privileged. This subsection (ii) shall not be the basis for any complaint or appeal to the Board.

(d) Appeals to Board

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

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

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

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

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

05/19-20/06

5.7. Each voter shall be allowed to vote for up to five (5) candidates; a voter may not cumulate votes for any candidate. Ballots shall be returned to the principal office of the Club or to such other place as is designated by the Inspectors of Election. Ballots shall be counted on the second Saturday of April or on such later date, which shall be no later than June 1, as is set by the Board of Directors. No ballot shall be counted if received later than 12:00 o'clock noon on the date set for counting the ballots. The five (5) candidates receiving the highest number of votes shall be elected. Upon receipt of the report of the Inspectors of Election, the Secretary shall notify in writing the members elected. [5616]

5.8. Each Director shall be elected for a term of three (3) years. A Director may serve for an unlimited number of terms, providing that a minimum period of one year's absence from the Board shall occur after any two (2) consecutive full three-year terms. The Directors shall enter upon their term of office at the annual meeting of the Board of Directors and shall hold office until their successors have been elected and qualified. [5220]

5.9. A vacancy on the Board shall occur on the death, incapacity, resignation, or removal of any Director, or otherwise as provided by law. A majority of the remaining Directors or Director then in office may elect any member in good standing to fill any vacancy for the remainder of the term, except as restricted by Paragraph 5.8. [5220, 5224]

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

SR. 5.10.1: Removal – Petitions

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

Adopted 02/24/07

SR. 5.10.2: Termination of Membership or Suspension of Member Privileges

(a) The Board has an obligation to protect the Club from harm, ensure a safe and productive working environment for members and staff, and foster a Club in which people want to participate in its mission. To assist in fulfilling this obligation, the Board delegates the authority for termination of Club membership or suspension of member privileges, including the privilege of serving in elected or appointed Club leadership positions, to the Executive Director, Club President, and chair of the Board Volunteer Leadership Advisory Committee. This delegation does not impair the authority of the Board or any Club officer to take action required in an emergency or by law.

(b) Any Club member may request to terminate a membership or suspend a member's privileges by submitting such a request to the Club's Executive Office. The reason for such a request must be that the actions of the member:

(i) constitute Serious Misconduct as defined by Standing Rule 2.2.6;

(ii) constitute Sexual Harassment as defined by Standing Rule 2.2.7;

(iii) significantly undermine the work of volunteers or staff by repeatedly creating a public misimpression about the Club, its positions or policies;

(iv) are repeatedly hostile or harassing of others – in meetings, at Club activities or offices, or in public venues – so that others become fearful, apprehensive, or reluctant or unwilling to participate in Club activities with that member; or,

(v) have significantly disrupted or impaired the work of the Club, or will significantly disrupt or impair it if the actions continue.

The request should include a description of the ways in which the Club is, or may be harmed by the actions of the member; contact information for individuals who have been affected by the actions of the member and who have information relevant to the request; and a statement, if applicable, describing prior efforts to resolve these concerns.

(c) Upon receipt of a request, the Executive Director, President and chair of the Board Volunteer Leadership Advisory Committee have the discretion to determine that the request appears to be premature, of an insignificant nature, merely a personal grievance, or possessing some other circumstance that should be dealt with more appropriately by other means. They shall not be obligated to take any further action on such requests other than to inform those who have requested such action of that determination.

(d) (i) If the Executive Director, President and Board Volunteer Leadership Advisory Committee chair determine the request may warrant action, they will inform the member and those who have requested the investigation of that determination. The Executive Director, working with staff, shall then conduct an investigation, including contact with the member who is the subject of the request and with others who have knowledge about the situation. The results of that investigation must be presented by staff to the Executive Director, the President and chair of the Board Volunteer Leadership Advisory Committee and they must reach consensus on appropriate action, if any.

(ii) If they agree to take action, they will notify the member in writing of this decision, the reasons for it, and the effective date of the action. The action will become effective 15 days after notice is given by registered mail, or other method reasonably calculated to provide actual notice, sent to the last address of the member shown on the Club's records. Copies of this notice must be sent to the chair of the member's chapter and group, to the leader, member or entity initiating the request, the chairs of any other affected entities, if known, and to the Board. This notice shall inform the member that the termination of membership or suspension of member privileges may be appealed in writing to the Board, c/o Sierra Club Executive Office, 85 Second Street, 2nd Floor, San Francisco CA 94105, sent not less than 5 days before the effective date of the decision.

(e) The Board delegates authority to the Board Volunteer Leadership Advisory Committee to review all timely appeals from members and recommend to the Board whether to overturn the decision or let it stand. Pending review of such an appeal, suspension of member privileges becomes effective as per the notice; termination of membership only upon Board action to let the decision stand.

(f) This rule, and the rules cited herein, apply to Directors only to the extent allowed by law and the Club's Articles and Bylaws, including Bylaw 5.10.

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

Bylaw 5 (cont.)

Section 3: Meetings

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

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

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

SR. 5.13.1: Board Meeting Procedures

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

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

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

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

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

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

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

SR. 5.15.1: Executive Committee Membership

(a) The Executive Committee consists of the President and Vice President, as required by Bylaw 5.15, the Secretary, the Treasurer, and the Fifth Officer.

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

(i) to act for the Board in case of emergency, or when it is impracticable to convene the entire Board;

(ii) to supervise conservation-related legal actions to be filed in the name of the Club, and to exercise supervisory authority over the Litigation Committee.

(iii) to conduct regular performance evaluations for and to set the salary of the Executive Director, with the appointment of the Executive Director reserved to the full Board;

(iv) to approve the President's appointments of members of committees that report directly to the Board, including: Nominating, Ballot Statement Review, and Advancement Committees, with the memberships of the Board Advisory Committees, Investment Committee, and Inspectors of the Election being reserved for the full Board;

(v) to approve recipients of national volunteer Club awards;

(vi) to appoint the auditors for the annual audit of the Club's financial records;

(vii) to assist the President in planning and evaluating Board meetings, working sessions, and retreats;

(viii) to remove members from leadership positions or from the Club, under the limited circumstances provided in these Standing Rules;

(ix) to approve variations in the Club's logo text; and

(x) to exercise the Board's discretion with respect to indemnification and advancement of defense costs to other corporate "agents" as provided in SR. 5.1.1.

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

Bylaw 6: OFFICERS

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

SR. 6.1.2: Use of Officer Titles

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

President, Honorary President, Vice President, Honorary Vice President, Vice President for [function or region], Director, Executive Director, Chairman of the Sierra Club, Director of [department], Conservation Director

Adopted 09/26-27/87; amended 05/19-20/06

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

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

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

6.5. The Treasurer shall be the Chief Financial Officer of the Club and shall have such powers and duties as are prescribed by law, by these Bylaws, or by the Board. [5213]

6.6. The Executive Director shall be selected by and accountable to the Board of Directors. The Executive Director shall be the general manager and chief executive officer of the Club, subject to the supervision of the President and the Board. The Executive Director shall be responsible for the employment and direction of staff to advance the objectives of the Club in coordination with the activities of the members, shall report from time to time to the Board on the activities of the Club and its financial condition, and shall have such other duties as are prescribed from time to time by the Board. [5213]

Bylaw 7: SIERRA CLUB COUNCIL

7.1. The Sierra Club Council shall be composed of one delegate from each chapter and one delegate from each committee authorized by the Board of Directors to appoint a delegate. Chapter delegates and alternates either shall be appointed by the executive committee of the chapter from among the elected members of that committee or shall be elected directly by the membership of the chapter, as specified

in the chapter's bylaws. Committee delegates and alternates shall be appointed by the committee from its membership. The alternate delegate shall serve in the absence of the delegate. Each delegate and alternate shall serve at the will of the appointing body and must be a member of the Club in good standing.

SR. 7.1.1: Club Council

The Sierra Student Coalition is authorized to appoint a delegate to the Club Council.

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

7.2. No Director shall be eligible to serve as a member of the Council.

7.3. The Council may make recommendations to the Board or any appropriate committee on any matter affecting the Club and may act upon matters delegated to it by the Board or these Bylaws.

7.4. The Council shall elect its own officers and establish its own rules of procedure.

Bylaw 8: CHAPTERS

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

8.2. As soon as the formation of a chapter has been approved by the Board, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory announcing the action of the Board and setting the schedule for election of the first executive committee of the chapter and for adoption of bylaws. The notice shall name three of the members who signed the application as temporary officers.

8.3. The election of an executive committee to manage the affairs of the chapter and the adoption of bylaws shall be carried out through procedures established by the Sierra Club Council. The bylaws of a chapter shall not contain anything that is at variance with the expressed purposes of the Club or with these Bylaws and shall be approved as specified by the Board before becoming effective. A chapter may not change its name, its boundaries, or its bylaws without approval as specified by the Board.

SR. 8.3.1: Chapter Subentities

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

(a) Groups

(i) Where established by chapters, groups are fundamental organizing units of the Club, responsible to the Club and their chapters for acting in furtherance of Club policies and rules, and to their members for providing effective opportunities for local participation in carrying out the Club's mission.

(ii) Chapter members residing in a contiguous area may petition the chapter executive committee to form a group, subject to chapter approval of the formation and chapter and Club approval of the group's bylaws. No member shall belong to more than one chapter and group. Chapters are not required to establish groups in any particular area of their jurisdiction.

(iii) The election of an executive committee to manage the affairs of a group and the adoption of bylaws shall be carried out through procedures established by the Club Council. The bylaws of a group shall not contain anything that is at variance with the expressed purposes of the Club or with the Club or chapter bylaws, and shall be approved as specified by the Board before becoming effective. Each group shall have at least one voting representative on the chapter executive committee.

(iv) Groups must meet the following minimum standards:

- (A) Have a fully functioning executive committee, which holds regular meetings, keeps minutes and holds regular elections.
- (B) Meet standards for fiduciary responsibility and adhere to Club policies.
- (C) Offer a range of current opportunities for member participation.
- (D) Engage in one or more active conservation campaigns.
- (E) Communicate regularly with group members.
- (F) Build Club visibility in the group's community.

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

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

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

8.4. The Board may, by affirmative vote of at least nine (9) Directors, suspend or annul a chapter if, in the judgment of the Board, such action is in the best interest of the Club. Such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter until the following conditions are met: (1) written specification of the ground or grounds upon which the proposed action is to be based shall have been furnished to the

members of the chapter involved and to the officers of the Sierra Club Council; (2) a reasonable opportunity shall have been provided for members of the chapter to present evidence in opposition to the proposed action with a full opportunity to be heard thereon; and (3) the advice of the Sierra Club Council on the proposed action shall have been received.

8.5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to its privileges. No member shall belong to more than one chapter. Any member may, upon written application to the principal office of the Club, become a member of the chapter of the member's choice.

8.6. No dues shall be assessed or collected by a chapter; however, consistent with the policies of the Board, chapters may conduct fundraising and other activities which require members, as well as others, to pay a fee in order to participate. Each chapter shall be entitled to receive from the Club a portion of the dues collected from the membership, such amount to be determined in a manner specified by the Board of Directors. Such amounts shall be payable to the treasurers of the chapters quarterly as collected. Nothing in this section shall prevent the Board from allotting additional funds to chapters for specific purposes.

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

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

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

8.7. A chapter cannot borrow money or own real estate. The Board may, however, place the management of any of the Club's property in the hands of a chapter. All members of the Club shall have equal privileges on such property.

8.8. Each chapter is authorized to undertake such activities as are consistent with the purposes of the Club and are not prohibited by the Board by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.

Bylaw 9: COMMITTEES

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

SR. 9.1.1: Litigation Committee

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

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

SR. 9.1.2: Investment Committee

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

Adopted 02/4-5/84; amended 05/19-20/06, 02/24/07, 09/29/07,
05/16/08

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

Bylaw 10: ENDOWMENT FUND

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

Bylaw 11: BALLOTS OF THE CLUB

11.1. Whenever the Board of Directors or the President shall decide that any question is of such importance that it should be submitted to a vote of the membership of the Club, or whenever such a vote is required by law or these Bylaws, the Board shall certify to the Secretary the form in which such question shall be submitted to the membership. [5510, 5513]

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

SR. 11.2.1: Petitions on Ballot Issues

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

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

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

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

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

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

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

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

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

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

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

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

11.3. The Secretary shall have the question or questions, certified according to Paragraph 11.1 or 11.2 above, printed for mailing at the next annual balloting of members for the election of Directors or at such special vote of the members as the Board or President shall request. A written petition submitting a resolution must be delivered to the principal office of the Club by the date set by the Board of Directors in order for it to be qualified for presentation on the annual ballot. The ballot shall be printed so as to enable the members to express approval or disapproval of each resolution. The mailing of the ballot and the counting of the votes shall be conducted in the same manner as for the election of Directors (Bylaw 5, Section 2). The ballot shall be accompanied by a statement setting forth arguments for and against the question and stating the number of approvals necessary to pass the measure submitted. [5513]

SR. 11.3.1: Promotion of Positions on Ballot Issues

(a) Ballot Statements

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

(ii) Requirements.

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

(B) The Secretary shall prescribe the form of the statements, considering such issues of form as are set forth in subsection (b) of Standing Rule 5.6.1. The Secretary shall review each statement for form and significant errors of fact about the Club or the

resolution. No change in a statement shall be made without the coordinator's specific consent, except to conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the coordinator does not make the statement conform to the prescribed format and/or word limit within five days of a request, the Secretary shall change the statement to do so. If a coordinator refuses to remove significant errors of fact (but not differences of opinion) about the Club or the resolution, the Secretary shall cause a correction to be published in the ballot materials, with an asterisk or other mark in the position statement as may be necessary to make the correction clear.

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

(b) Promotion of Positions (Electioneering)

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

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

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

(B) Newsletters and other Club publications, including web pages, may publish these or any other official statements, including the *SIERRA* statements, if they publish the statements on both sides. They may also publish matched opinion pieces on both sides of approximately equal length written for this purpose, by their local members or by others.

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

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

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

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

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

(viii) Mailing Lists.

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

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

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

(ix) Forum.

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

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

(x) Records and Reporting.

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

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

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

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

Bylaw 12: CONSTRUCTION OF BYLAWS

12.1. On all questions as to the construction or meaning of these Bylaws and the rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by a vote as provided for in Bylaw 11.

Bylaw 13: AMENDMENTS TO BYLAWS

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

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

ATTACHMENT 3

Articles of Incorporation

**Sixth Version: Complete restatement of Articles of Incorporation,
(June 20, 1981)**

I. The name of the corporation is Sierra Club.

II. 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 public and charitable purposes.

The said association is made and the said corporation is formed, not for pecuniary profit. No part of the assets or net earnings of this corporation shall be distributed to or shall inure to the benefit of any member, officer or director; provided, however, that payment of reasonable compensation for services rendered and expenses incurred may be made.

III. The purposes of the Sierra Club are to explore, enjoy, and protect the wild places of the earth; to practice and promote the responsible use of the earth's ecosystems and resources; to educate and enlist humanity to protect and restore the quality of the natural and human environment; and to use all lawful means to carry out these objectives.

IV. This corporation shall have perpetual existence.

V. The said corporation has and shall have, no Capital Stock.

VI. The corporation elects to be governed by all of the provisions of the Nonprofit Public Benefit Law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.