

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
CALIFORNIA COMMUNITY CHOICE ASSOCIATION,
a California nonprofit public benefit corporation**

The undersigned constituting the Board of Directors of California Community Choice Association, a California nonprofit public benefit corporation (the "Corporation"), in accordance with the authority contained in Section 5211(b) of the California Nonprofit Corporation Law and the Bylaws of this Corporation, attached for reference, hereby consent to the adoption of the following recitals and resolutions:

BYLAWS

WHEREAS, there has been presented to the undersigned a form of Bylaws for the regulation of the affairs of this Corporation; and

WHEREAS, it is deemed to be in the best interests of this Corporation that said Bylaws be adopted by this Corporation as and for the Bylaws of this Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws presented to the undersigned be, and the same hereby are, adopted as and for the Bylaws of this Corporation; and

RESOLVED FURTHER, that the Secretary of this Corporation be, and hereby is, authorized to execute a certificate of the adoption of said Bylaws and to place a copy thereof, as so certified, in the Book of Minutes of this Corporation.

ELECTION OF OFFICERS

WHEREAS, it is in the best interests of this Corporation that officers be elected;

NOW, THEREFORE, BE IT RESOLVED, that the following persons are hereby elected to the offices indicated opposite their names, each such person to serve in accordance with the Bylaws of this Corporation:

<i>Name</i>	<i>Office(s)</i>
Barbara Hale	President
Barbara Boswell	Treasurer
Dawn Weisz	Secretary
Geof Syphers	Vice President

PAYMENT OF EXPENSES

WHEREAS, it is in the best interests of this Corporation to provide for the payment of the expenses of the incorporation and organization of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized and directed to cause this Corporation to pay the expenses of the incorporation and organization of this Corporation.

LOCATION OF PRINCIPAL OFFICE

WHEREAS, it is in the best interests of this Corporation that this Corporation designate the location of its principal office.

NOW, THEREFORE, BE IT RESOLVED, that 1125 Tamalpais Ave., San Rafael, CA 94901 be, and the same hereby is, designated as the principal office for the transaction of the business of this Corporation.

BANK RESOLUTIONS

WHEREAS, it is in the best interests of this Corporation to provide for a depository of the funds of the Corporation and to authorize certain officers as signatories on any accounts of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that any two officers of this Corporation, one of whom shall be either the President or the Treasurer of this Corporation, be, and they are hereby authorized:

- (a) To designate one or more banks, trust companies or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of this Corporation;
- (b) To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts, with any such depository;
- (c) To cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitation, cash and cash equivalents, of this Corporation as they deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of this Corporation who will be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposit;
- (d) From time to time to designate or change the designation of the officer or officers and agent or agents of this Corporation who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of this Corporation against any funds deposited in any of such accounts, and to revoke any such designation;
- (e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money,

and to enter into such agreements as banks and trust companies customarily require as a condition for permitting the use of facsimile signatures;

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable;

(g) To complete, execute and/or certify any customary printed bank signature card forms in order conveniently to exercise the authority granted by this resolution; and any resolutions printed thereon shall be deemed adopted as a part hereof; and

RESOLVED FURTHER, that all form resolutions required by any such depository as presented to the undersigned are hereby adopted in such form utilized by the depository, and the Secretary of the Corporation be and she hereby is authorized to certify such resolutions as having been adopted pursuant to this Action by Written Consent and to insert in the minute book of the Corporation the form of such resolutions after this Action by Written Consent.

TAX EXEMPTIONS

WHEREAS, the undersigned desire to authorize the filing of applications for tax exemptions.

NOW, THEREFORE, BE IT RESOLVED, that the officers of this Corporation be, and each of them hereby is, authorized to take all necessary steps to execute all necessary instruments to apply for federal and California tax exemptions as a nonprofit public benefit corporation, and to allow the Corporation to make public solicitations to advance the objectives of the Corporation as permitted in all applicable jurisdictions.

GENERAL AUTHORITY

BE IT RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized at any time and from time to time to do and perform any and all acts or things, including, without limitation, the execution and delivery of any and all further agreements, documents, instruments or papers of whatever kind or nature, which such officers or any of them may consider necessary or desirable to effect the intent of any and all of the foregoing resolutions; and the performance of such other acts and things by any of such officers shall evidence conclusively and for all purposes that such officer or officers considered the same to be necessary or desirable as aforesaid and that such act or thing so done or performed was hereby authorized; and that all such acts or things heretofore performed by the officers of this Corporation are hereby ratified and approved; and

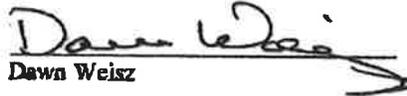
RESOLVED FURTHER, that these resolutions adopted by the Board of Directors may be executed in two or more counterparts, and by telefax transmission, and each such counterpart shall be deemed an original, and all of which, when taken together, shall constitute but one and the same instrument.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent, effective as of this 17th day of August, 2016.



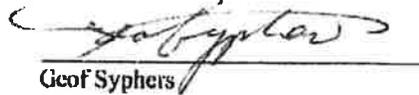
Barbara Hale



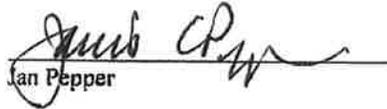
Dawn Weisz



Barbara Boswell



Geoff Syphers



Ian Pepper

California Community Choice Association

BYLAWS

Adopted August 17, 2016

Article I.

Name and Objects

This organization shall be known as the CALIFORNIA COMMUNITY CHOICE ASSOCIATION and also referred to as “CalCCA”. The objectives of the organization are: *First:* To represent the interests of California Community Choice Aggregators (“CCAs”) by advocating for legislative and regulatory policies that support and promote the core values and interests of CCAs. *Second:* To collect, promote, and disseminate information regarding California CCAs and issues that affect them. *Third:* To render such other and further services for the common benefit of its members, as deemed appropriate by the Board of Directors, in an expedient and efficient manner.

Article II.

Membership

a. *Operational Members.* Any CCA that has submitted all of the following to the Secretary is eligible to be an Operational Member: 1) copy of an Implementation Plan filed with the California Public Utilities Commission, 2) designation of a chief executive officer or general manager, and 3) payment of the applicable membership dues. Membership as an Operational Member shall authorize participation in all Association activities, and a voting seat on the Board of Directors.

b. *Affiliate Members.* Any California local government agency that has completed all of the following is eligible to be an Affiliate Member: 1) submittal of written request for membership, 2) payment of the applicable dues, and 3) approval by the Board of Directors. Acceptance to membership as an Affiliate Member shall authorize participation in most Association activities, but Affiliate Members will not be entitled to a vote on CalCCA matters. Affiliate Members shall designate and maintain a primary point of contact for their local government agency.

Article III.

Board of Directors

Each Operational Member shall appoint a representative to the CalCCA Board of Directors. The Board of Directors shall elect Officers consisting of a President, Vice President, Secretary and Treasurer.

The Officers will be elected by a vote of the Board of Directors at an annual meeting and shall

hold office until their successors are elected at the next annual meeting.

A quorum shall consist of 50% plus one Board of Directors. Members of the Board of Directors may vote either in person, by phone or by written proxy at any meeting of the Board. The Board may also act upon the written signed consent of a majority of the members thereof.

No person shall be eligible to serve as a member of the Board of Directors unless said person is, at the time of election, employed as the chief executive officer or general manager of an Operational Member, or their staff designee. In the event said person ceases to be such employee of the member agency, the office shall become vacant.

Article IV.

Officers

The President shall preside at all meetings and perform those other customary duties required of that officer under parliamentary law. In the case of the President's absence or disability, the duties of the office shall be performed by the Vice President.

The Vice President shall preside in the absence of the President. In the absence of both President and Vice President, a member of the Board of Directors shall be elected as temporary presiding officer.

The Secretary shall keep a record of all meetings, attend to all correspondence, send out all notices, safely keep all the records of the Association and perform such other duties as the Board of Directors may require.

The Treasurer shall pay claims against the Association when requested payments align with Board-approved expenditures, and when requested payments are supported by proper vouchers.

The Secretary and Treasurer shall submit annual reports and such other reports as may be required by the Board of Directors.

The books and accounts of the Secretary and of the Treasurer shall be audited annually by a committee or by a certified public accountant as the Board of Directors may determine.

The term of office for each Officer of the Association shall be one year. There is no limit on the number of terms any Officer of the Association may serve.

An Officer of the Association shall be subject to removal from their office with or without cause at any time by a majority vote of the full membership of the Board.

Article V.

Meetings

a. *Board of Directors.* The Board of Directors shall generally hold one (1) monthly meeting at a time and place to be determined by the Board of Directors. Meetings by phone are permitted. A quorum of the Board of Directors must participate to constitute a meeting. 50% plus one of the Board of Directors constitutes a quorum. Members of the Board of Directors may vote either in person, by phone or by written proxy at any meeting of the Board. The Board may also act upon the written signed consent of a majority of the members thereof. Special meetings of the Board

may be held at the call of the President or a majority of the Board of Directors. A minimum of twenty-four (24) hours' notice in writing (including electronic correspondence) shall be given by the Secretary prior to all meetings of the Board.

b. *Annual Meeting.* The Association's members shall meet at least one time per year at a place to be determined by the Board of Directors. A minimum of ten (10) days' notice in writing (including electronic correspondence) shall be given to Operational and Affiliate Members by the Secretary prior to all Annual Meetings of the Association.

Article VI.

Membership Dues

Prior to the start of each fiscal year (July – June) at a meeting of the Board of Directors, the Treasurer shall submit a budget which shall be subject to revision and approval by the Board of Directors. Dues in an amount sufficient to meet the requirements of the budget shall be established by the Board of Directors. Members who fail to pay member dues for more than one year shall lose membership status except for Operational Members that have payment arrangements approved by the Board of Directors. To restore membership all delinquent dues must be paid in full.

Article VII.

Voting

Each Board Director, appointed by the Operational Member of the Association shall be entitled to one (1) vote in annual, monthly or special meetings.

Article VIII.

Removal from Office

Any Officer or Member of the Board of Directors may be removed for good cause from office as follows: Written charges shall be filed with the President; after due notice to all concerned, the Board of Directors shall hear the matter, and if a majority of the Board find that the charges are sustained and the officer or member should be removed, the Board may forthwith remove him/her from office. Charges against the President shall be filed with the Vice President. The services of any Officer or Employee other than a member of the Board of Directors may be terminated at the pleasure of the Board of Directors. For purposes of this paragraph, "good cause" means that the decision to remove the Officer or Director is made in good faith and based on a fair and honest reason related to the operation of the Association. Good cause does not exist if the reasons for the removal are trivial, arbitrary, inconsistent with usual practices, or unrelated to the needs or goals of the Association.

Article IX.

Amendments

Amendments to the Bylaws may be made by a two-thirds vote of the Board of Directors of the Association present at any monthly meeting.

Article X.

Contact Information

California Community Choice Association
1125 Tamalpais Ave.
San Rafael, CA 94901
<http://www.cal-cca.org>