



AMENDED AND RESTATED BYLAWS
OF
CLEAN ENERGY BUYERS ASSOCIATION
(A Delaware Nonprofit Nonstock Corporation)

Adopted: July 2019

Revised: December 2022

1. ARTICLE 1: THE CORPORATION

1.1 Name. This organization shall be known as Clean Energy Buyers Association (“CEBA”).

1.2 Vision and Mission. The vision of the Clean Energy Buyers Association (CEBA) is: customer-driven, clean energy for all. CEBA’s mission is to activate a community of energy customers and partners to deploy market and policy solutions for a carbon-free energy system.

1.3 Books and Records. Any records administered by or on behalf of CEBA in the regular course of its business, books of account, and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time, and the records so kept comply with Section 224 of the Delaware General Corporation Law. CEBA shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

1.4 Applicable Law. CEBA is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Code. These Bylaws are adopted subject to any applicable law, including the General Corporation Law of the State of Delaware and the Code of 1986, and the Certificate of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

1.5 Compliance with antitrust laws. Each of the Members of the Corporation is committed to fostering competition in the markets for clean and renewable energy, and the work of the Corporation is intended to promote such competition. Each Member acknowledges that they may compete with each other in the purchase or sale of clean energy and that they and their representatives act in a manner which does not violate any applicable state, federal or international antitrust laws or regulations or applicable orders. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise. Each Member further acknowledges that it and each other Member is free to negotiate the terms and condition for the purchase and sale of energy as it deems appropriate. The Board of Directors shall adopt Antitrust Guidelines for the Corporation that are substantially similar to those as adopted by all members.

2. ARTICLE 2: MEMBERSHIP

2.1 Eligibility. Organizations aligned in the mission of CEBA are eligible to apply for membership. The criteria and conditions of membership are defined by the Board and incorporated in the Membership Applications and Membership Agreements. Membership is subject to the payment of initial and annual membership dues, as well as compliance with the terms of the Membership Agreements. Unless approved by a two-thirds vote of all Voting Directors, no regulated utility may be a member of CEBA. A non-regulated subsidiary or affiliate of a regulated utility may become a member if the non-regulated subsidiary meets the requirements for membership. For the purposes of the foregoing, in the United States, a “regulated utility” is a provider of electric power that is regulated with respect to price or service terms and conditions by one or more state regulatory authorities and/or subject to regulation under the Public Utility Regulatory Policies Act (PURPA, Pub.L. 95–617, 92 Stat. 3117), as amended. The definition of “regulated utility” outside of the United States will be determined by the board as required.

2.2 Membership Applications and Agreements. The Board of Directors will adopt a form of Membership Application and Membership Agreement for each Membership Class. The Chief Executive Officer (“CEO”), or other CEBA officer authorized by the Board of Directors, will review applications within 30 days of receipt and approve or disapprove applications by the next Executive Committee meeting. The reversal of any disapproved Membership Application shall require the affirmative vote of a majority of all Voting Directors. Upon approval of a membership application, the applicant will be admitted to membership once a Membership Agreement is executed and payment of dues is received.

2.3 Membership Classes. Members of CEBA are admitted into Membership Classes. The Board of Directors may change the qualifications and requirements of the Membership Classes. Unless otherwise provided by the Board of Directors, a Member may be in more than one Membership Class and, in such a case, will be considered a separate Member in each class, including for the purposes of membership fees and dues. The Board of Directors may limit the number of Members admitted to each Membership Class as long as that limitation is not imposed for the sole purpose of excluding otherwise qualified applicants and at least one Membership Class remains open to any company or entity that is qualified to join the Corporation pursuant to these Bylaws.

2.4 Transfer and Termination of Membership Agreements. Each Membership Agreement shall include specific terms governing the termination and transferability of the Agreement. The authority to revise or modify Membership Agreements is delegated to committees, as described in Addendum A. In addition to the terms outlined in the Membership Agreement, the following applies to the termination of Membership Agreements:

- 2.4.1. Nontransferability of Membership Agreements. Except as specifically stated in a Membership Agreement, no Membership

Agreement (or the rights and benefits it confers) may be assigned without CEBA's prior written consent.

- 2.4.2. Termination by Member. Any Member may terminate its Membership Agreement upon fifteen days' written notice to CEBA.
- 2.4.3. Termination by Board of Directors. The Board of Directors reserves the right to review a member's standing at any time. Any member in question has the right to be on the issue, and at that same meeting, all Disinterested Directors will vote on whether the Member has violated the policies, procedures, and duties of membership. If two-thirds of the Disinterested Directors vote that such a violation has occurred, the Membership Agreement of the Member in question shall be terminated. At that time, all rights of a Member in the Corporation will cease. The termination of a Membership Agreement shall not result in any reduction or refund of dues already paid for the current dues period.

2.5 Membership Meetings. An annual membership meeting shall be held. In addition to the annual membership meetings, regular membership meetings may also be held.

- 2.5.1. Annual Membership Meeting. There shall be an annual meeting of the CEBA membership, held for the purpose of transacting business properly brought before the Members.
- 2.5.2. Regular Membership Meetings. Regular membership meetings may be called by the Board of Directors or by written request of one-third of the Voting Members.
- 2.5.3. Notice of Membership Meetings. The Board of Directors will determine and announce the date, time, and place of membership meetings between ten and 60 days before the date of the meeting. Membership meetings may be held in person or via any electronic means. The Board of Directors will provide notice of membership meetings by mail, electronic communication, or telephone, subject to the requirements of the General Corporation Law of the State of Delaware. Waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- 2.5.4. Conduct of Membership Meetings. The CEO will preside over membership meetings. In his or her absence, any other officer may preside. The Secretary, or another person appointed by the Secretary, shall act as secretary of membership meetings. Meetings shall be governed by procedures approved by the

Voting Members. Through written notice to the CEO, each Voting Member shall designate a primary representative, and may designate an alternate representative, to act on its behalf at membership meetings. Membership Meetings may occur by means of remote communication.

- 2.5.5. Quorum and Voting for Membership Meetings. A majority of the Voting Members present at a properly noticed meeting of the Members shall constitute a quorum. Virtual attendance in the meetings held by means of remote communication shall constitute presence in-person at the meeting. Unless otherwise established by the Board of Directors, each Voting Member shall have one vote, cast through the Voting Member's designated primary or alternative representative, on each matter submitted to a vote during membership meetings. Voting at in-person meetings shall be by a show of hands in the case of Voting Members attending in person, by voice ballot for Voting Members attending by audio, videoconferencing or teleconferencing, or electronically for matters submitted for vote via electronic means.

3. ARTICLE 3: BOARD OF DIRECTORS

3.1 Composition. The Board of Directors shall consist of the following:

- 3.1.1. The Chief Executive Officer.
- 3.1.2. NGO Directors. There shall be NGO Directors. At CEBA's incorporation, each of the four Founding NGO Members appointed one NGO Director. Upon completion of the two consecutive, two-year terms ("Inaugural Terms") provided to the Founding NGO Directors, any CEBA member may nominate an NGO Director, and founding NGO Members are eligible for nomination. If the slate of NGO Director nominees is greater than the number of open NGO Director seats, the Board will determine whether the full membership votes between the nominees or whether the board will vote.
- 3.1.3. Leadership Circle Energy Customer Directors. Each Leadership Circle Energy Customer Member shall be entitled to appoint a Leadership Circle Energy Customer Director. If the number of Leadership Circle Energy Customer Members increases, the Board of Directors shall increase the number of Directors elected by each membership class as described in Section 3.2.2. If the number of LC Energy Customer Members decreases, the board may appoint interim Energy Customer board members from the non-LC membership tier to maintain the percentage

Energy Customer Directors as determined by section 3.2, or may elect to leave the seats open.

- 3.1.4. At-Large Energy Customer Directors. At-Large Energy Customer Directors are to be nominated by Energy Customers and elected by the full CEBA membership.
- 3.1.5. Leadership Circle Energy Provider Directors. Leadership Circle Energy Provider Directors are to be nominated by Leadership Circle Energy Provider Members and elected by the full CEBA membership.
- 3.1.6. Leadership Circle Service Provider Director. Leadership Circle Service Provider Director are to be nominated by Leadership Circle Service Provider Members and elected by the full CEBA membership.

3.2 Changes in Composition. The total number of Directors, and/or the number of Directors to be elected by any Membership Class (including any new Membership Classes as determined by the Board of Directors), may be changed by affirmative vote of a majority of the existing Voting Directors. The current number of Directors elected by each Membership Class is reflected in Addendum B. The Board shall make efforts to maintain the following proportions of Voting Directors among the Membership Classes:

3.2.1. Number of Directors per Membership Class:

- (a) Approximately 60 percent of the Voting Directors shall be Energy Customer Directors, with approximately three-quarters being from Leadership Circle class and one-quarter from other Customer Member classes.
- (b) Approximately 25 percent of the Voting Directors shall be Leadership Circle non-Energy Customer Directors, split equally if possible between Leadership Circle Energy Provider members and Leadership Circle Service Provide Members.
- (c) Approximately 10 percent of the Voting Directors shall be NGO Directors.
- (d) The remaining Voting Directors shall be held for the CEO.

3.3 Qualifications, Designations, Nominations, Elections, and Terms.

- 3.3.1. Qualification. A Director must be an individual over the age of eighteen. Subject to Section 3.3.4, any sitting Director is eligible for re-election.

3.3.2. Designation.

- (a) Voting Directors. Each Director elected by the Voting Members in good standing of a Membership Class shall be a Voting Director unless designated as a Liaison Director.
- (b) Liaison Directors. Any non-voting Director shall serve as a Liaison Director. A Director shall serve as a Liaison Director in the event that:
 - (i) Any NGO Member, in its sole discretion, designates its appointed or nominated and elected NGO Director to serve as a non-voting Director for the remainder of such NGO Director's term.
 - (ii) After a successor director has been elected in place of an interim director.

3.3.3. Nomination. Members of a Membership Class may nominate one individual nominated for election by providing written notice of the same to the Board at least thirty days prior to the meeting of the Board of Directors immediately preceding the next annual meeting of the Members.

3.3.4. Election.

- (a) When nominees are known, but not later than the date specified for notice of the annual meeting of the Members, CEBA shall provide each Voting Member with a written slate containing the names of all nominees for election.
- (b) All Voting Members in good standing shall have the right to vote to elect the directors for each Membership Class. Each Voting Member may cast one vote per candidate, and may vote for the number of candidates equal to the number of Directors to be elected by each class. The candidates in each class receiving the highest number of votes shall be elected. For example, if there are three nominees for the Leadership Circle Energy Provider Directors for which there are two positions, each Voting Member, regardless of Membership Class, may vote for two Leadership Circle Energy Provider Directors and the two nominees receiving the highest number of votes will be elected.
- (c) In the event of a tie, the existing Voting Directors who are not otherwise tied for re-election to the Board of Directors shall break the tie by majority vote.

3.3.5. Term of Office. A Director shall serve a term of two years. The terms of Directors elected under Section 4.3.C shall commence immediately upon their election by the Members. Directors may be reelected, but may only serve two consecutive terms, provided:

- (a) Founding NGO Directors may be reappointed for a second term, after which Founding NGO Directors shall no longer be appointed but may instead be nominated and elected from the NGO Membership Class. There shall be no restriction on NGO Directors who served as Founding NGO Directors from serving subsequent terms as elected NGO Directors.
- (b) Leadership Circle Energy Customer Directors may be reappointed, without restriction on service in consecutive terms.

3.4 Vacancies, Resignation, and Removal.

3.4.1. Vacancies. Vacancies on the Board of Directors shall exist:

- (a) Upon the death of a Director;
- (b) When a Director resigns from the Board of Directors;
- (c) When a Director is removed from office with or without cause; or
- (d) When there is an increase in the number of directors serving in any director category as set forth in Section 3.2.1.

3.4.2. Resignation. Resignation of any Director is effective when:

- (a) A Director gives written notice to the Chief Executive Officer, the Secretary, or the Board of Directors;
- (b) The Member that nominated or appointed a Director ceases to be a Member or ceases to be a Member at the required level;
- (c) A Director is found to have missed more than three consecutive regularly noticed full board meetings; or
- (d) A Director is removed from office with or without cause.

3.4.3. Removal.

- (a) Combination of Members. In the event of any combination (through merger, acquisition or otherwise) of two or more Members who have individuals nominated or appointed by them serving as Directors, the resulting Member shall, as soon as reasonably possible and before the closing of the acquisition or merger, designate which of the Directors is to remain on the Board and the other Director or Directors shall be removed from the Board immediately upon the closing of the acquisition or merger.
- (b) Decrease in the number of Directors. In the event that the number of Directors in any category is decreased as set forth in Section 3.2.1, the Voting Members in good standing in the Membership Class shall elect which Directors remain pursuant to the procedure set forth in Section 3.3.4 (b) and (c), and the other Director or Directors shall be removed from the Board immediately upon the election of the remaining Director or Directors. This provision does not affect the ability of the Board to appoint Interim Energy Customer Directors from the non-Leadership Circle tier to maintain the percentage of Energy Customer Directors as described in Section 3.2 in the event that the number of Leadership Circle Energy Customer Members decreases.
- (c) Vote of no-confidence. In the event that two-thirds or more of the current Voting Directors request a vote of no-confidence concerning any Voting Director who has not shown any meaningful contribution to the Corporation, then a special vote of no-confidence shall be held. Such a special vote of no-confidence shall be taken as soon as possible after the request. Upon the unanimous vote of no-confidence of the Voting Directors not subject to the vote of no-confident, that Director shall be immediately removed from the Board. For purposes of any vote of no-confidence procedure, an abstention from vote or failure to vote shall count as a vote of confidence.

3.4.4. Appointment of Interim Directors.

- (a) In the event of a vacancy of any Directors created by an increase in the number of Directors, the Executive Committee, by majority vote and as soon as reasonably possible, shall appoint an Interim Director to fill the vacancy for the remainder of that year or until the vacancy is filled through regular order as described in Section 3.1.
- (b) In the event of a vacancy of Leadership Circle Energy Provider Directors, Leadership Circle Service Provider

Directors, or NGO Directors following the conclusion of the Inaugural Terms created by the death, resignation, or removal of such Directors, the Executive Committee, by majority vote and as soon as reasonably possible, shall appoint an Interim Director to fill the vacancy for the remainder of that year or until the vacancy is filled through regular order as described in Section 3.1.

- (c) In the event of a vacancy of the Founding NGO Directors or Leadership Circle Energy Customer Directors created by the death, resignation, or removal of such Directors, the Founding NGO Directors or Leadership Circle Energy Customer Directors shall appoint an individual to fill the vacancy.
- (d) In the event that the number of Leadership Circle Energy Customer Members decreases, the Board may appoint Interim Energy Customer Directors from the non-Leadership Circle tier to maintain the percentage of Energy Customer Directors as described in Section 3.2.

3.4.5. Designation of Interim Directors.

- (a) In the event that an Interim Director is appointed to fill a vacancy created by the death, resignation, or removal of an existing director, following the election or appointment of a successor Director, the Interim Director shall serve as a Liaison Director for the balance of the term during which they were appointed. Interim Directors serving the remainder of their term as Liaison Directors shall not be counted for the purposes of the number of Directors in each Membership Class set forth in Section 3.2.1.
- (b) In the event that an Interim Director appointed to fill a vacancy created by an increase in the number of Directors, following the election or appointment of a successor Director, the Interim Director shall be immediately removed from the Board of Directors.
- (c) In the event that an Interim Energy Customer Director is appointed to maintain the percentage of Energy Customer Directors following a decrease in the number of Leadership Circle Energy Customer Members, following the election or appointment of a successor Director, the Interim Energy Customer Director shall be immediately removed from the Board of Directors.

3.5 Duties.

3.5.1. Voting Directors. Voting Directors shall:

- (a) Approve any changes to the name of the organization;
- (b) Establish and/or approve the long-term strategic, financial, and organizational goals, mission, and vision of CEBA, and approve formal and informal plans for the achievement of the goals, mission, and visions;
- (c) Supervise all officers, agents, and employees of the CEBA to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Elect annually a Chairperson to preside over the Board of Directors' meetings, act as Chief Executive Officer of CEBA in the event of a vacancy in the CEO role, and/or to take such action as may be agreed upon by the Board;
- (f) Approve the term of office for the Chairperson and Vice Chairperson;
- (g) Approve mergers and acquisitions;
- (h) Approve budget and deviations greater than ten percent;
- (i) Manage debt provisions;
- (j) Consult and obtain the non-binding recommendation of a majority of the Liaison Directors regarding CEBA's overall strategy and direction, and any action that would materially impact or alter CEBA's mission; and
- (k) Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws.

3.5.2. Liaison Directors. Liaison Directors shall have the right to receive all notices, information and materials provided to Voting Directors, attend and participate at all meetings of the Board of Directors to the same extent as a Voting Director, but shall not have the right to (and shall not) cast a vote with respect to any matter or decision to be voted on by the Board of Directors.

3.5.3 Delegation to Committees. The Board shall delegate certain authorities to Committees of the Board of Directors and may

amend such authorities from time to time upon approval of the Board.

3.6 Compensation.

- 3.6.1. Directors shall serve without compensation by CEBA.
- 3.6.2. Directors are not precluded from serving CEBA in any other capacity for which they receive compensation. However, before a Director may receive compensation from CEBA in any capacity, the compensation must be approved by the Executive Committee.
- 3.6.3. A director may be reimbursed for expenses incurred in the performance of his or her duties, in reasonable amounts.

3.7 Meetings.

- 3.7.1. Annual Meeting. There shall be an annual meeting of the Board, held at a place and time determined by a majority of the Board.
- 3.7.2. Special Meetings. Special meetings of the Board may be called for and held at times and places determined by one-third of the Voting Directors or by the Chief Executive Officer. Notice of any special meeting shall be given to the Directors and CEO.
- 3.7.3. Notice. When notice of a meeting is required by these Bylaws, the Certificate of Incorporation, or any other provision of law, the Directors shall be given at least three days' notice of each meeting. Notice shall be considered effective when provided in person or by telephone, email, or regular mail.
- 3.7.4. Waiver of Notice. Directors may waive notice of any Board meetings in writing, or by electronic transmission by, and such waiver shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board of Directors or committee meeting need be specified in any waiver of notice.
- 3.7.5. Quorum for meetings. Except as otherwise permitted by the Certificate of Incorporation, these by-laws, or applicable law, the presence of fifty percent of all Voting Directors and fifty percent of NGO Voting Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a continued quorum at any meeting of the Board of Directors already in progress, a majority of the Voting Directors present may adjourn the meeting.

- 3.7.6. Action by majority vote. Except as otherwise expressly required by these by-laws, the Certificate of Incorporation, or by applicable law, the vote of a majority of the Voting Directors present at a meeting at which a quorum is present shall be the act of the Board.
- 3.7.7. Action without meeting. Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission and any consent may be documented, signed, and delivered in any manner permitted by Section 116 of the Delaware law. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board or committee in accordance with applicable law.
- 3.7.8. Conduct of meetings. At each meeting of the Board of Directors, the chairperson or, in his or her absence, another director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any Board meeting, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.
- 3.7.9. Remote participation in meetings. The Board may permit a meeting to occur by means of remote communication, as long as all participating directors may simultaneously hear each other during the meeting. Virtual attendance in the meeting shall constitute presence in-person at the meeting.

3.8 Committees.

- 3.8.1. Creation of Committees. The Board may delegate its duties to one or more committees. Each committee shall include one or more of the Voting Directors, and may each committee may include non-board members. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
- 3.8.2. Delegation of Power and Authority to Committees. Any such committee, to the extent permitted by applicable law, shall have and may exercise the powers and authority of the Board in the management of the business and affairs of CEBA. The power and authority of each committees is limited to the power and authority delegated to the committee by the Board, as described in Addendum A attached hereto. The Executive Committee shall have the authority to change or amend committee charters, and fill any vacancies of any committee members.
- (a) Quorum and Voting. Unless the Board of Directors provides otherwise, at all meetings of such committee, a majority of the then-authorized members of the committee shall

constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

- (b) Meetings. Each committee shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board.

3.8.3. Executive Committee. The Board of Directors shall create an executive committee to exercise all powers and authority of the Board when the Board is not in session, subject to limitations imposed by these Bylaws, the charter of the Executive Committee, and applicable legal and regulatory requirements, and Addendum A attached hereto.

3.9 Advisors. The Board may, at their discretion, appoint Special Advisors to the Board. Upon execution of nondisclosure and intellectual property indemnification agreements, Special Advisors may be invited as regular (but not permanent) attendees or ad hoc thought leaders, but always as nonvoting participants in Board meetings and activities, in accordance with any written procedures to be adopted by the Board.

3.10 Nonliability, Indemnification, and Insurance.

3.10.1. Nonliability of Directors. To the extent permissible under Delaware and U.S. Federal law, Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.10.2. Indemnification of Directors and Officers. To the fullest extent permitted by the General Corporation Law of the State of Delaware, CEBA shall indemnify and defend any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of CEBA), by reason of the fact that the person is or was a Director or Officer of CEBA and acting on behalf of CEBA.

3.10.3. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board, in its sole discretion, may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any particular agent of CEBA (including a Director, officer, employee or other agent) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not CEBA would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws or provisions of law.

3.11 Loans. No loans or indebtedness shall be contracted for or on behalf of CEBA unless authorized by the Board of Directors, with exception to operating lines of credit up to \$500K and credit card facilities up to \$250K. No loan shall be made to any Officer of the Corporation.

4. ARTICLE 4: OFFICERS

4.1 Designation of Officers. The officers of CEBA shall be a Chief Executive Officer and a Secretary. CEBA may also have such other officers with such titles as may be determined from time to time by the Board of Directors, such as a Vice Chair/Vice President or Treasurer.

4.2 Election and Term of Office. The officers shall be elected by majority vote of the Voting Directors, at each Annual Meeting, and each officer shall hold office until he or she dies, resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 Removal and Vacancies.

4.3.1. Removal and resignation of officers. The Board may remove any officer from his or her elected office, either with or without cause, at any time upon a majority vote of the Voting Directors present at a meeting duly held at which a quorum is present. An officer who is also an employee of a Member shall automatically be removed if the employer of the officer terminates its membership in CEBA. Any officer may resign at any time by giving written notice to the Board, the Chief Executive Officer, or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. This provision shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of any officer of CEBA.

4.3.2. Vacancies. In the event of any vacancy of any officer, the Chief Executive Officer shall appoint an interim officer to serve until a replacement officer is elected by the Voting Directors in the manner described in Section 4.2. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine. In the event of a vacancy of the Chief Executive Officer, the Board shall appoint an interim Chief Executive Officer until such time as the Board has approved a replacement Chief Executive Officer.

4.4 Duties of the Chief Executive Officer. The Chief Executive Officer shall, subject to the control of the Board, supervise and control the affairs of CEBA and the activities of the other officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including presiding as chairperson at all meetings of the Members. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these Bylaws, the Chief Executive Officer shall, in the name of

CEBA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

4.5 Duties of the Secretary. The secretary shall attend all Board Meetings and all Membership Meetings and record all votes and the minutes of all proceedings, and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the stockholders and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or CEO.

4.6 Execution of Instruments. All contracts of CEBA shall be executed on behalf of the Corporation by the Chief Executive Officer or the Chief Financial Officer, any other officer or employee of CEBA authorized in writing by the Chief Executive Officer, with such limitations or restrictions on such authority as he or she deems appropriate, or any other person as may be authorized by the Board, and, if required, the seal of CEBA shall be thereto affixed and attested by the secretary or an assistant secretary.

4.7 Compensation. The officers may receive such compensation as determined and authorized by the Executive Committee.

5. ARTICLE 5: AMENDMENTS

Except where otherwise provided for in individual Articles herein, any amendments to CEBA's Bylaws and/or Articles of Incorporation shall be adopted only upon the vote of two thirds of the Board.

ADDENDUM A

This Addendum outlines the powers and authorities delegated to certain committees and officers of CEBA.

Committee	Powers and Authorities Delegated
Executive Committee	<ul style="list-style-type: none">• Exercise of all powers and authority of the Board when the Board is not in session;• Approve operating budget deviations of 6-10%;• Approve all loans or indebtedness up to \$1M, including any lines of credit above \$500K or credit card facilities greater than \$250K• Approve Membership Classes and Levels• Recommend to the Board:<ul style="list-style-type: none">- Annual budget- Changes to bylaws- Operating budget deviations 6-10%- Loans or indebtedness >\$1M- Member removal- Changes to the qualifications and requirements of a Membership Class• Approve staff bonuses;• Appoint interim board seats;• Set officer compensation;• Change committee charters;• Fill committee vacancies; and• Supervise all officers.

<p>Audit Committee</p>	<ul style="list-style-type: none"> • Oversee and approve annual audit; • Approve and terminate auditors; and • Oversee filing annual Form 990.
<p>Election Committee</p>	<ul style="list-style-type: none"> • Develop annual new board member attributes; • Approve and oversee annual election process; and • Recommend to the Executive Committee: <ul style="list-style-type: none"> - Changes to board structure.
<p>Finance Committee</p>	<ul style="list-style-type: none"> • Approve capital expenditure budget; • Approve policies and procedures for operating and capital plans; • Approve targeted membership pricing; and • Recommend to the Executive Committee: <ul style="list-style-type: none"> - Annual budget - Staff bonuses - Executive compensation
<p>Membership Committee</p>	<ul style="list-style-type: none"> • Approve pricing changes of existing membership class/tiers; • Design strategic approach to member recruitment; • Approve or disapprove of member-specific revisions to the membership agreement; • Recommend to the Executive Committee and the Board: <ul style="list-style-type: none"> - Changes in the types, levels, voting rights, qualifications and requirements of a new or existing Membership Class

	<ul style="list-style-type: none"> • Establish or revise membership rights and privileges of Membership Classes and Levels; and • Revision or modification of membership agreements.
<p>DEI Task Force</p>	<ul style="list-style-type: none"> • Recommend changes to the structure and processes of the Board; • Participate in DEI related member programs; • Co-develop, with MC, DEI membership structures; and • Partner with CEO and Head of HR on DEI staff-programs.
<p>Chief Executive Officer and Chief Financial Officer</p>	<ul style="list-style-type: none"> • Prepare annual budget; • Prepare annual capital and operating plan ; • File annual Form 990; • Approve budget deviations up to 5%; • Approve capital deviations up to 5%; • Approval, adoption and/or formal release of policy positions; • Supervise staff & consultants; and • Approve one-time member discounts.

ADDENDUM B

This Addendum outlines number and percentage of Voting Directors among each of the Membership Classes maintained during the 2022 calendar year:

Membership Class	Number of Voting Directors	Percentage of Voting Directors
Leadership Circle Energy Customers	12	43%
Non-Leadership Circle Energy Customers	5	18%
Leadership Circle Energy Providers	4	14%
Leadership Circle Service Providers	3	11%
NGO	3	11%
CEO	1	> 1%

Schedule to be maintained outside of the bylaws

CEBA shall have the following Membership Classes:

NGO Members. To be eligible to become and remain an NGO Member, an applicant must have a demonstrable commitment to customer-driven, clean energy for all. Additionally, the applicant must be organized as one of the following:

- a) Non-profit corporates who are not joining as an Energy Customer Member;
- b) Colleges and universities (public or private) who are not joining as an Energy Customer Member;
- c) Local, state, and federal agencies and governmental bodies who are not joining as an Energy Customer or Energy Provider Member; or
- d) Other non-governmental and non-profit entities as approved by the Board or the Executive Committee.

Energy Customer Members. To be eligible to become and remain an Energy Customer Member, an applicant must be a non-utility, buyer of energy, must have a demonstrable commitment to customer-driven, clean energy for all, and an applicant must satisfy one or more of the following requirements:

- (I) Purchasing, or having a demonstrated interest in purchasing, clean, carbon-free or renewable energy in connection with their operations or that of their tenants;
- (II) Be the end-user (by physical or virtual delivery) of the energy purchased; and/or
- (III) Other entities that purchase clean, carbon-free or renewable energy as approved by the Board or the Executive Committee.

Energy Provider Members. To be eligible to become and remain an Energy Provider Member, an applicant must have a demonstrable commitment to customer-driven, clean energy for all, and an applicant must satisfy one or more of the following requirements:

Develop, construct, install and/or operate renewable energy resources and facilities, including zero carbon emission energy generation technologies and clean energy storage technologies;

Provide retail or wholesale offerings, supply services, rates, or other products to end-users of energy;

Provide energy to end-users through Community Choice Aggregation offerings; and/or

Other commercial entities, excluding regulated utilities, that (i) develop, construct, install or operate clean energy resources or facilities; or (ii) sell power to end-users of energy, in each case as approved by the Board or the Executive Committee.

Service Provider Members. *To be eligible to become and remain a Service Provider Member, an applicant must have a demonstrable commitment to customer-driven, clean energy for all, and an applicant must satisfy one or more of the following requirements:*

Providing professional services, financing, advisory or consulting services to NGO's, renewable energy buyers and developers of, or investors in renewable energy resources and facilities, including zero carbon emission energy generation technologies and clean energy storage technologies; or

Other commercial entities that provide services within the clean energy markets as approved by the Board or the Executive Committee.

General Members. *An applicant that does not meet the requirements to be an Energy Customer Member, Energy Provider Member or Service Provider Member may, at the discretion of the Executive Committee or Board of Directors, be admitted to membership as a General Member.*

*Membership Levels. **Within each Membership Class, the Board of Directors may establish Membership Levels. Membership Levels include Bronze Level Members, Gold Level Members, Platinum Level Members, Leadership Level Members, and Founding NGO Members.***

Voting Rights of Members. *The Board of Directors may establish voting rights of each Membership Level within each Membership Class. Members in the following Membership Levels have voting rights: Silver Level Members, Gold Level Members, Platinum Level Members, Leadership Level Members, and Founding NGO Members (collectively, "Voting Members"). Voting rights may not be eliminated without the consent of a majority of the Voting Members in a particular Membership Level of the relevant Membership Class.*