

BYLAWS
OF
U.S. Clean Heat and Power Association
(“USCHPA”)

ARTICLE I

Name

The name of this nonprofit corporation shall be The U.S. Clean Heat and Power Association (hereinafter referred to as “USCHPA” or the “Association”, and referred to in the Articles of Incorporation as the “U.S. CHP Association”).

ARTICLE II

Offices

The Association shall maintain a registered office and registered agent in the State of Delaware.

ARTICLE III

Definition of Clean Heat and Power

“Clean Heat and Power” shall mean for purposes of these Bylaws:

"Any distributed power generation source that leads to a demonstrable improvement in the efficiency of conversion of primary energy into useful heat and power, and/or a reduction in greenhouse gas emissions into the atmosphere per delivered kilowatt-hour. These sources include but are not limited to electric or shaft power generated from the combustion of fossil or renewable fuels and shall include [but not be limited to] applications where recycled energy is used and/or where combined heat and power systems are employed."

Purposes

The general purpose for which the Association is formed is that set forth in its Articles of Incorporation, as from time to time amended: namely, to operate exclusively as a professional and trade association promoting the deployment of clean heat and power in applications where high over-all efficiency and associated economic and environmental benefit can be gained, to seek a policy environment conducive to clean heat and power, and to engage in such other activities as are within the scope of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Revenue Law.

The Association shall achieve this objective through such activities as:

1. Collection and analysis of information and data concerning clean heat and power from public and private sources, and coordination of the dissemination of information, data and analysis to Association members, industry, government entities and the public.
2. Identifying the major issues affecting the use of clean heat and power.
3. Dissemination of the findings and positions of its members relating to government policies and programs affecting the widespread use of clean heat and power in the United States and participation in similar activities worldwide.
4. Participation with allied associations, interest groups, governmental entities, and others to build a strong base of support where mutual benefit is realized.
5. Educational activities concerning clean heat and power.
6. Other activities, insofar as permitted by law, that are appropriate for the enhancement of the above listed purposes.

To accomplish these purposes, the Association may establish a wholly owned subsidiary educational institute satisfying the requirements of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended to undertake those activities for which such an entity may be best suited. These activities are not intended to be all-inclusive or mandatory.

ARTICLE IV

Anti-Trust Compliance

The Association shall maintain a written antitrust compliance policy and shall conduct its affairs in accordance with it.

ARTICLE V

Membership

Section 1. Categories. There shall be four classes of membership: Corporate, Associate, User, and Individual.

Section 2. Eligibility.

- (a) **Corporate Membership**. Any for-profit firm, organization, partnership, corporation, or limited liability company that makes, installs, or sells clean heat and power or offers services directly related to development of clean heat and power, and that supports the purposes of the Association, is eligible to become a Corporate Member. Corporate Members (1) may designate one or two Official Representatives (as determined and established under Article V, Section 3) to be members of the Board of Directors and vote on USCHPA offices and policies; (2) may have one

employee per year nominated for potential election by the Board of Directors as an Association officer or committee chair; (3) may nominate any number of employees to participate on committees and subcommittees; (4) may receive unlimited discounted member registration rates for employees at Association conferences, workshops, and programs; (5) may register employees for access to the members-only page of the website; and (6) receive all notices and publications. This membership may be extended, under terms set forth by the Board of Directors, to any firm, organization, partnership, corporation, or limited liability company that is an affiliate of a Corporate Member (more than fifty percent of which is owned by the Member).

- (b) Associate Member. Any non-profit institution, association, government body, firm, organization, partnership, corporation, or limited liability company organized under Section 501 of the Internal Revenue Code, or other non-incorporated organizations such as may be accepted for membership at the sole discretion of the Executive Committee, that supports the purposes of the Association is eligible to become an Associate Member. Associate members (1) may designate one individual to be a member of the Board of Directors and vote on USCHPA offices and policies; (2) may nominate one individual for potential election by the Board of Directors as an Association officer or committee chair; (3) may nominate any number of employees to participate on committees and subcommittees; (4) receive unlimited non-profit registrations for employees at Association conferences, workshops, and programs; (5) may register employees for access to the members-only page of the website; and (6) receive all notices and publications.
- (c) User Member. Any firm, organization, partnership, corporation, limited liability company, or other entity that uses clean heat and power and is not defined in subsections (a) or (b) above. User members (1) may nominate any number of employees to participate on committees and subcommittees; (2) receive unlimited discounted member registration rates for employees at Association conferences, workshops, and programs; (3) have access to the members-only page of the website; and (4) receive all notices and publications.
- (d) Individual Membership. Any individual who supports the purposes of the Association and is not affiliated with a firm, organization, partnership, corporation, or limited liability company that is eligible for membership in the Association is eligible to become an Individual Member. Individual members are eligible (1) to have access to the members-only page of the website; and (2) receive one copy of all publications and notices.
- (e) Any eligible firm, organization, partnership, corporation, or limited liability company that meets the requirements of membership may become a Member upon payment of dues, as established by the board for that class

of membership. Approval of the Board shall not be withheld as to any firm, partnership or corporation that satisfies the qualifications for membership set forth in the bylaws.

Section 3. Voting. Each Large Corporate Member in good standing may designate two (2) Official Representatives to be members of the Board of Directors, each of whom shall have the right to cast one (1) vote. All other Corporate Members may designate one (1) Official Representative to be a member of the Board of Directors. The Executive Committee has the sole discretion to determine criteria for classifying Corporate Members and may revise or alter such criteria at any time. Each Associate Member in good standing shall have the right to nominate one Official Representative to the Board of Directors, who shall have the right to cast one (1) vote at all meetings of the Board of Directors of the Association. No Member of the Board of Directors shall have the right to vote until the Member Company's dues shall have been paid. User Members and Individual Members shall be non-voting members and accordingly shall not have a right to vote at meetings of the Board of Directors of the Association, but may attend such meetings.

Section 4. Resignation and Termination of Membership.

(a) Any member may terminate its membership in the Association upon first discharging any indebtedness due the Association and submitting a written resignation to the Board of Directors. Such resignation shall take effect at the time specified in such resignation, or if no time is specified, at the time of its receipt by the Board of Directors. Such resigning member shall not be entitled to a refund of any portion of unused membership dues.

(b) A membership may be terminated by the Board of Directors (1) for conduct prejudicial to the welfare of the Association or its members as determined in the sole discretion of the Board of Directors, and/or (2) if any member fails to pay any dues or other indebtedness to the Association in a timely manner, as determined at the sole discretion of the Board of Directors, after receiving notice that such is due.

ARTICLE VI

Dues

Annual dues for membership in the Association and the amounts of any special assessments shall be in such amounts as are prescribed from time to time by the Board of Directors. Annual dues are non-refundable. The Board of Directors shall have exclusive authority to establish levels of dues and special assessments, and to determine that services in-kind are to be valued as equivalent to paid dues.

ARTICLE VII

Board of Directors

Section 1. Authority. The Association shall be governed by the Executive Committee of the Board of Directors, which shall have general supervision, control and direction of the affairs

of the Association. The Executive Committee shall be elected by and receive guidance from the Board of Directors, which shall determine the policies and actions of the Association. The Board of Directors may adopt any appropriate rules and regulations for the conduct of the Association and shall have the authority to do everything necessary and desirable for the conduct of the business of the Association in accordance with these bylaws.

The Board shall delegate such duties as it deems appropriate to the Executive Committee of the Board of Directors. This committee shall be governed by the committee rules set forth in Article IX of these bylaws.

Section 2. Number and Composition.

(a) The Board of Directors consists of the Official Representative(s) of each Corporate Member or Associate Member. Prior to the admission of Members in accordance with Article V, Section 2 of these Bylaws, the Directors of the Association shall be those persons designated in the Articles of Incorporation of the Association. Thereafter, each Member shall designate from time to time one (1) person or, two (2) persons as established under Article V, Section 3, to serve as its Official Representative(s) on the Board of Directors.

(b) Each Official Representative shall serve as a Director (i) until the Regular Member designating such Official Representative is no longer a Regular Member, (ii) the Official Representative Terminates employment with the Member, or (iii) a new Official Representative is named by the Regular member.

(c) The Executive Committee of the Board of Directors shall consist of the officers of the Association as set forth in Article VIII of the By Laws, and a number of at-large members elected by the Board of Directors such that the business of the Association can be efficiently conducted and that the total number of voting members of the executive committee is odd and does not exceed fifteen (15) Members. Meetings of the Executive Committee shall be called by the Chair or by the Executive Director as frequently as required to conduct the business of the Association. A majority of the members of the Executive Committee in person, by phone, by other electronic media, or via written proxies, shall be sufficient to approve decisions required for the ongoing business of the Association. Except as otherwise provided in these by-laws, the Executive Committee may take any decision required to maintain and conduct the business of the Association. Members of the Executive Committee shall be elected by the Board of Directors for fixed annual terms, but may be reelected. The Executive Committee shall have primary responsibility for retaining and supervising the Executive Director, approving budgets and major expenditures, and otherwise governing the day-to-day operations of the Association. No member organization may have more than one representative elected or appointed to the Executive Committee at one time. In the event of changes that result in more than one representative of a member organization serving on the Executive Committee, the continued service on the Executive Committee of the affected parties will require the unanimous consent of the remaining members of the Executive Committee.

Section 3. Vacancies. In the case of a vacancy in the Board of Directors, the Regular Member that designated the director to be replaced shall appoint a successor to fill such vacancy. In the case of a vacancy in the Executive Committee, the Chair shall nominate a replacement

subject to approval of the remaining Executive Committee members to serve until the next meeting of the Board of Directors.

Section 4. Quorum of Directors. A majority of Directors in office, present in person, by conference telephone, or by written proxy (including an electronic writing) shall constitute a quorum for the transaction of business. Any Director may be substituted for at any meeting by another employee of that same company. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. In the event of a vote by electronic ballot, voting will be considered closed at the later of (a) fifteen (15) days after the ballot is issued, or (b) once a majority of the electronic ballots have been received. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall subsequently be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Meetings of the Board of Directors.

(a) Meetings of the Board of Directors shall be held upon the call of the Chair of the Board at such times and places as the Chair may designate. Other meetings shall be called upon the request of one third of the members of the Board. The Board of Directors shall have at least one regular meeting per year.

(b) Written notice of all meetings of the Board of Directors, addressed to the Director at his or her address as it appears on the records of the Association, shall be sent to each member of the Board at least fifteen (15) days in advance of such meeting; however a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notwithstanding the foregoing, an urgent meeting of the Board of Directors may be called after notice is provided in an effective manner by written and/or electronic means. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

(c) An annual meeting, open to all members, shall be held at such place and time as designated by the Board of Directors. All members shall be notified as to the place and time of the meeting.

Section 6. Compensation of Board Members. No member of the Board of directors or members of any committee of the Board of Directors shall receive, directly or indirectly, any salary or other compensation from the Association for their services as Directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to reimbursement for any reasonable documented expenses incurred in attending meetings of the Board or any committee of the

Board, as the case may be.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth such action, is signed by a majority of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote. Business may also be conducted by electronic communications with votes cast by electronic means within a reasonable fixed period of time, and all those receiving the electronic communications are deemed part of a quorum for purposes of voting, regardless of whether or not their vote is cast.

Section 8. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9. Resignation and Removal of Directors. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Executive Director or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed without cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting. Such removal must be preceded by notice to such Director of the reason for such action prior to the meeting at which the vote is taken and such Director shall have the right to be heard by the Board prior to the vote.

ARTICLE VIII

Officers

Section 1. Officers. The officers of the Association shall be Chair of the Board, Vice-Chair, the Immediate Past Chair, Treasurer, Secretary and such other officers as the Board of Directors may appoint. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide. The Board of Directors shall select an Executive Director to serve as the chief operating officer of the Association. The Executive Director shall be an ex-officio member of the Executive Committee without vote.

Section 2. Election of Officers and Terms.

(a) Officers shall be elected by the Board of Directors for a one-year term, concurrent with the fiscal year.

(b) All officers and Executive Committee Members shall be elected from the membership of the Board of Directors, except that as many as three USCHPA members who are not members of the Board of Directors (i.e., Individual or User Members) may be nominated and elected by the Board of Directors to participate as Officers or in the Executive Committee.

Section 3. Nomination of Officers. A Nominating Committee, chaired by the Immediate Past Chair and established by the Board of Directors, shall present nominations for officers and Executive Committee Members to the Secretary at least thirty (30) days prior to the meeting at which officers are to be elected. The Secretary shall notify all members of the Board of Directors at least twenty (20) days in advance of the meeting at which officers are to be elected, giving the names of all nominees for officers and Executive Committee Members to be voted on at the meeting.

Section 4. Duties of Officers.

(a) The Chair of the Board shall be the chief elected officer of the Association and shall preside at all meetings of the Association. The Chair shall also communicate to the Association or the Board of Directors such matters and make such suggestions concerning the policies of the Association as the Chair deems necessary to promote the welfare of the Association and shall perform such other duties as are necessarily incident to the office of the Chair of the Board or as may be prescribed by the Board of Directors. The Chair of the Board shall also serve as the Chair of the Executive Committee of the Board, and shall be entitled to participate in all Committees and Subcommittees as a member *ex officio*. The Immediate Past Chair shall serve as the designated representative of the Association to the World Alliance for Decentralized Energy, and shall serve as Chair of the Nominating Committee, and may preside in the absence of both the Chair and Vice-Chair.

(b) The Vice-Chair may exercise any of the powers, and shall perform the duties of the Chair in his absence or inability to act and shall have such other powers and perform such other duties, not inconsistent with the bylaws, as may be assigned by the Board of Directors. The Vice Chair shall normally be considered as Chair-Elect, the likely candidate to serve as Chair for the following year barring intervening considerations.

(c) The Executive Director shall be the chief operating officer of the Association, shall have general supervision and management authority over the affairs of the Association and shall insure that all orders and resolutions of the Board of Directors and Executive Committee of the Board of Directors are carried into effect. The Executive Director shall execute all contracts entered into by the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association. The Executive Director shall have primary authority for selecting (in consultation with the Officers of the Association) and supervising all employees and contractors of the association, except as noted in Article VII (2)(c).

(d) The Secretary shall attend, in person or by designated substitute, all meetings of the Board of Directors, and shall record or cause to be recorded all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary or the Executive Director shall have custody of the corporate seal of the Association, and the Secretary shall have authority to affix

the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing by such officer's signature. The Secretary may also attest all instruments signed by the Chair of the Board or the Executive Director.

(e) The Treasurer shall have the custody of Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors, properly accounting for such disbursements, and shall render to the Executive Director, and to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and a description of the financial condition of the Association.

(f) The Executive Director shall insure that liability insurance is maintained to protect the funds and property of the Association, and that Directors and Officers insurance is maintained to protect the individuals involved.

Section 5. Resignation and Removal from Office. The Board of Directors shall have the exclusive right, upon a vote by a majority of all Board members, to remove any officer from office for any reason what so ever; however, removal from office must be preceded by notice to such officer of the reasons for such action prior to the meeting at which the vote is taken and such officer shall have the right to be heard by the Board prior to the vote. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Executive Director or the Secretary. Should a vacancy occur prior to election, the Executive Director shall appoint a successor to fill the un-expired term of said officer.

ARTICLE IX

Committees

Section 1. Responsibility. The Board of Directors may designate committees composed of one (1) or more Directors and other Members in good standing, and appoint persons selected by Regular Members to the committees. The Chair of each Committee shall be a director of the Association or a Member in good standing. Such committees shall report on a regular basis to the Board of Directors. Each committee may create subcommittees for particular tasks or areas of Association interest and activity with the advance approval of the Executive Committee, and may propose to abolish such subcommittees when appropriate. No Member shall chair more than one Committee, although a Committee Chair may also serve as a Subcommittee Chair or a member of other committees. Each Committee Chair shall report at least once per year to the Board of Directors concerning the Committee's agenda, goals, and achievements.

ARTICLE X

Dissolution and Liquidation

The Association is organized as a nonprofit corporation and no part of the net earnings shall inure to or be payable to or be for the benefit of any member, director or officer. Upon dissolution or final liquidation, the assets of the Association shall be applied as follows:

1. All liabilities and obligations of the Association shall be paid, satisfied and discharged or adequate provision shall be made therefore.
2. Assets held by the Association upon conditions requiring their return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
3. The remaining assets shall be transferred or conveyed to one or more domestic nonprofit corporations which engage in activities substantially similar to those of the Association and which are qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

ARTICLE XI

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of Directors present at any regular meeting of the Board of Directors or any special meeting called for the purpose of voting on any amendment, provided, however, that notice of not less than fifteen (15) days be given before a special meeting is held for the purpose of considering such amendments. The authority to alter, amend or repeal the bylaws or adopt new bylaws is vested exclusively in the Board of Directors.

ARTICLE XII

Parliamentary Rules

At all meetings of the Association and the Board of Directors, Roberts Rules of Order shall, insofar as applicable, govern and control procedure. Such rules shall be deemed inapplicable where in conflict, in anywise, with provisions of these bylaws, or with the Articles of Incorporation. Rules of order may be suspended at any time by a majority of those present at the meeting.

ARTICLE XIII

General Provisions

Section 1. Execution of Instruments. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Seal. The Association shall have a corporate seal bearing the words "U.S.

CHP Association - Corporate Seal.” The custody of the seal shall be with the Executive Director or Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

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The foregoing Bylaws reflect amendments approved by the Board of Directors on (Date)_____.

Secretary