

**BYLAWS  
OF  
ENERGY SOLUTIONS CENTER INC.**

Article I.

Name and Corporate Offices

Section 1. The name of this corporation shall be: Energy Solutions Center Inc. ("Corporation" herein).

Section 2. The Corporation maintains its principal offices at 400 North Capitol Street, NW, 4<sup>th</sup> Floor, Washington, D.C. 20001 and at such other places as the Board of Directors may determine. The registered agent shall be CSC Corporation.

Article II.

Purposes

The purposes of the Corporation shall be those set forth as follows:

To support commercialization of advanced residential, commercial, and industrial natural gas products by supporting marketplace demonstrations; and, including but not limited to, providing information, training and related market entry services to the natural gas industry, equipment suppliers and the customers, in order to create a greater role for natural gas energy.

To engage in any lawful act or activity in accordance with Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

## Article III.

### Membership and Meetings

Section 1. The membership of the Corporation shall consist of those interested in supporting the purposes of the Corporation under such terms and conditions as may be established by the Board of Directors.

Section 2. The Board of Directors may establish such classes and privileges of membership, as it may deem appropriate, including imposing fees, dues, and fines and the manner of suspension or termination of membership and reinstatement. Membership classes shall initially include, but are not limited to: 1) corporate members; 2) affiliate members.

- a. Corporate Members: Corporate membership shall be available to natural gas producers, pipelines, local distribution companies, and their subsidiaries, and public gas systems, and shall be based upon the size of natural gas sales volume, or as otherwise defined by the board of directors. The Board of Directors shall establish the range of dues for corporate members at its discretion.
- b. Affiliate members: Affiliate membership shall be available to equipment developers, vendors, and suppliers, not-for profit organizations, R&D organizations, government agencies, consulting and engineering firms, independent energy service companies, and other companies, corporations or partnerships that wish to ally themselves with the objectives of the Center. The Board of Directors shall establish the range of dues for affiliate members at its discretion. Affiliate members shall be entitled to receive selected membership communications and to participate in selected committee activities as determined by the Executive Director.
- c. International members: International membership shall be available to natural gas producers, pipelines, local distribution companies, and their subsidiaries outside of North America and shall be based upon the size of natural gas sales volume, or as otherwise defined by the board of directors. The Board of Directors shall establish the range of dues for International members at its discretion.

The Board may allow affiliate and international members to become corporate members if those members agree to pay dues at a level equivalent to a corporate member, as determined by the board.

Section 3. Member in Good Standing. Members who have paid their dues in full for the calendar year by the time the first board meeting is held shall be considered in "Good Standing" and shall have all the rights accorded to each member company under the bylaws.

Companies not in good standing are not eligible to vote or participate in board or Center meetings.

Section 4. Meetings. Board and committee meetings may be held at such time and place and with such notice as the Board may in its discretion determine. Six corporate members will constitute a quorum for purposes of conducting a meeting and votes. Meetings may occur in person or by phone. Voting can occur in person, by phone, by mail, by proxy, or electronically. Actions shall be determined by the act of the majority of Directors present or represented by proxy at a meeting at which a quorum is present, except as provided in Article III Section 6. Members shall have a vote on such matters as the Board of Directors may determine, subject to the provisions of Article IV, Section 3 of these Bylaws.

Section 5. Authority of Delegates. Every member may authorize another person or persons to act by proxy in all matters in which a member is entitled to participate, except for changes to the Bylaws as provided in Article III, Section 7 of these Bylaws. Every proxy must be signed by the member or by his attorney-in-fact. No proxy shall be voted or acted upon after 30 days from its date.

Section 6. Bylaws Changes or Modifications. Changes to the Bylaws shall require the approval by a majority of Directors.

#### Article IV.

##### Directors and Officers

Section 1. Director Responsibility. The control of the affairs and property of the Corporation shall be vested in its Board of Directors. It may delegate such duties and establish such committees, as it deems appropriate.

Section 2. Officers. Officers of the Corporation shall include a Chair of the Board, a Vice-Chair, an Executive Director, Secretary, Treasurer, General Counsel, and such other officers as the Board of Directors may elect. Officers shall be elected by the Board of Directors, for such term, and to perform such duties as the Board of Directors assigns. An individual may hold more than one office, but no more than two offices. In the event of a vacancy in any position except that of Executive Director, the Chair of the Board may appoint an individual to fill such office on an acting basis until an election of a replacement can be held by the Board. In the event of a vacancy in the Executive Director position, the Chairman may appoint an acting Executive Director to act until a party can be elected to the position by the Board by a majority of the Directors.

Section 3. Board of Directors. The Board of Directors shall consist of appointees from all “corporate members” who are qualified, and in good standing in the Corporation. Board members representing small local distribution companies and small public gas systems, as defined and determined by the board, shall serve ex-officio. Each corporate member shall have the right to appoint one Director from the member company with responsibility for sales and marketing, customer relationship management, or product development and commercialization, or an appropriate designee. Directors shall serve at the pleasure of the member appointing them until their successors are appointed or until their earlier resignation or removal. Any vacancy of a Director appointed by a full member shall be filled by the unrepresented member. The Board may by majority vote at a properly called meeting or by written ballot remove Director for cause.

Ex-officio board members may receive full voting status if annual membership dues equal the minimum dues level established for voting corporate members. Ex-officio board members are granted the ability to join together to raise the minimum dues required to be recognized as a single voting corporate member of the board. Ex-officio members of the board are prohibited from serving as board officers or serving on the Executive Committee.

The Board of Directors shall elect from its members a Chair and Vice Chair as Officers of the Board who will serve a one-year term and perform such duties as required to conduct the affairs of the corporation as assigned by the Board. The Chair or the Chair's designee shall preside at meetings of the Board of Directors.

Section 4. Affiliate Member. The Board of Directors shall include two Directors elected by the affiliate membership, as well as the chairman of the Equipment Manufacturers Council

Section 5. Technology and Market Assessment Forum. The Board of Directors shall include the Chair and Vice Chair of the Technology and Market Assessment Forum as non-voting liaisons between the Board and the Forum.

Section 7. Meetings of Board. The Board of Directors shall hold an annual meeting at a time and place and with such reasonable notice as the Board may, in its discretion, determine. The Board of Directors may also hold special meetings at such time and place, and with such reasonable notice, as the Board may, in its discretion, determine. The Board shall meet upon the call of the Chair or at the request of three members of the Board. Minutes of all meetings shall be kept irrespective of the manner of conducting the meeting.

## Article V.

### Dues and Assessments

The Board of Directors shall fix the rates of membership dues and the amounts of any special assessments. Any action of the Board of Directors pursuant to this Article V shall be conclusive.

## Article VI.

### Standing Committees

Section 1. Executive Committee: The Executive Committee shall be a permanent committee of the Board of Directors. The Executive Committee shall be responsible for directing the business affairs of the organization in the absence of action by the full Board. It shall have and may exercise all of the powers of the Board of Directors during intervals between meetings of the Board, except as specifically provided by the Board or by law. It is the chief coordinating committee for the Board on such matters as: how the Board's business should be conducted, setting agendas and discussing the activities of other committees. The Executive Committee has the primary authority for the financial review and well-being of the Center and to review and approve the annual audit and financial report. The Executive Committee has serves as the nominating committee for yearly elections of the Chair and Vice Chair of the Board, and for corporate officers as needed.

The Board of Directors may elect from its membership and remove at its pleasure an Executive Committee consisting of Officers of the Board, the immediate past-chairman of the Board, and not less than three (3) additional Directors, or such other persons as the Board may determine, with such powers as are determined by the Board of Directors. Executive Committee members shall serve for a term of two years. The board may stagger the terms of those on the executive committee, as it so desires.

Section 2. Technology and Market Assessment Forum:

- a. The TMAF shall be the primary vehicle for membership to 1) learn about new energy and process equipment, 2) identify new markets for gas-fueled, hybrid, and thermally-activated equipment, and 3) develop strategies to provide customers with energy-efficient solutions. The Forum shall be responsible for planning, overseeing, and implementing the Center's equipment and market entry programs including establishment and management of market-focused consortia, fund raising for

equipment demonstration and market entry projects, development of partnerships to bring customers innovative solutions, and other program related activities.

- b. Members may appoint one primary representative to the Technology and Market Assessment Forum. Members may assign more than one representative, however, for voting purposes, each eligible member shall be entitled to one vote.
- c. Six corporate members will constitute a quorum for purposes of conducting a meeting and votes. All matters to be voted on shall be determined by the Chairman or his designee and shall be conducted on the basis of a simple majority of Corporate member companies represented at the meetings.
- d. The Forum shall elect a Chairman, Vice Chair, and Secretary.
- e. TMAF and the Center may establish consortia of interested members and other parties that are dedicated to providing financial and other support in order to develop a market or customer specific opportunity.
  1. Product co-champions are elected from the consortia membership to serve as consortia leaders. At least one of the co-champions must be a corporate member of the Center in order to establish a consortium.
  2. Consortia that are involved with federal and state regulations, legislation, and policies must inform the Board of Directors of their activities on a regular basis in order to ensure that consortia activities do not conflict with similar activities undertaken by other Center members.

Section 3. Equipment Manufacturers Council: The Council shall consist of affiliate members of the Center that develop, build, or market energy and process equipment for residential, commercial, and industrial markets. The Council serves to promote the interests of such members within the Center's programs and initiatives and to identify innovative approaches to introducing new energy-efficient equipment to the customer.

Six members will constitute a quorum for purposes of conducting business and votes. All matters to be voted on shall be determined by the Chairman or his designee and shall be conducted on the basis of a simple majority of member companies represented at the meetings.

The Council shall elect a Chairman and Vice Chairman.

Article VII.

Parliamentary Rules

The rules of parliamentary procedure in Robert's Rules of Order shall govern all meetings of the Corporation, except where they conflict with these Bylaws or the Certificate of Incorporation. The Chair, at its discretion, may appoint any member to serve as the Parliamentarian.

Article VIII.

Adoption/Amendment of the Bylaws

The Board of Directors shall have authority to adopt and amend such other Bylaws that are not inconsistent with the Certificate of Incorporation, or the governing law.

Article IX.

Corporate Powers

The Corporation may take and hold all types of property, real and personal; effect loans; and execute contracts and all other instruments appropriate to its purposes.

Article X

Fiscal Year

The fiscal and program year of this Corporation shall be the calendar year unless otherwise directed by the Board of Directors.

Article XI.

Indemnification

Except as otherwise provided by law, the directors, officers, employees, shareholders, representatives or agents shall not be liable, responsible or accountable in damages or otherwise to the corporation or the Members for any loss, liability, damage or other expense incurred by reason of any act or omission of such person if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the Corporation's interests, and if such person is not determined to be guilty by final adjudication of gross negligence or gross misconduct with respect to such act or omission. To the extent provided by law, the respective directors, officers, employees, shareholder, representatives and agents shall be indemnified and held harmless by the Corporation for any liability, loss, damages or expenses, including reasonable attorney's fees, suffered by virtue of any act or omission or alleged act or omission arising out of such person's management of the corporation if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the corporation's interests and if such person is not determined to be guilty by a final adjudication of gross negligence or gross misconduct with respect to such act or omission. Amounts indemnified pursuant to this section shall be recoverable only from the Corporation's assets and not from the Members.

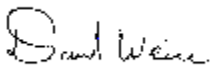
Article XII.

The Seal

The seal of this Corporation shall bear its name; the date of incorporation and such design as the Board may approve and shall be affixed to such documents and used in such manner as the Board may prescribe.

I HEREBY CERTIFY that the foregoing is a full, true and correct copy of the Bylaws of the Energy Solutions Center, Inc., a Delaware not for profit Corporation, in effect on the date hereof.

WITNESS my hand and the seal of the Corporation.



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David Weiss, Executive Director  
Energy Solutions Center