

**ENERGY BAR ASSOCIATION
BY-LAWS
(As amended May 2, 2013)**

ARTICLE I

Membership

Section 1. Any person who is a member in good standing of the bar of any state, territory, district, or possession of the United States, or of any other country or political subdivision thereof, shall be eligible for membership as a Voting Member of this Association.

Section 2. Any person who is enrolled in law school or who has graduated from law school and is not eligible for membership under Section 1 shall be eligible for membership as an Associate Member of the Association.

Section 3. Any person not eligible under Sections 1 and 2 of this Article may seek membership as a "Non-Attorney Professional." To be accepted, each applicant's admission must be consistent with the overall interests and character of the Association.

Section 4. Associate Members and Non-Attorney Professionals are not Voting Members and are not eligible for elective office.

Section 5. Any such person described in Sections 1, 2 or 3 of this Article may file a written application to become a Voting Member, Associate Member or Non-Attorney Professional Member with the Secretary of this Association. The Board of Directors shall have authority to approve or disapprove the application; provided, however, that applications to become a Voting Member or Associate Member may be approved by any officer of the Association to whom that function has been delegated by the Board of Directors. An application to become a Voting Member or an Associate Member shall not be disapproved except by vote of the Board of Directors. Applications for Non-Attorney Professional membership must be approved by the Board of Directors.

ARTICLE II

Officers

Section 1. The elective officers of the Association shall be elected for a term of one year and shall be:

A President,
A President-Elect,
A Vice-President,
A Secretary,
An Assistant Secretary,
A Treasurer, and
An Assistant Treasurer

Section 2. The President-Elect shall succeed to the office of the President at the expiration of the term of office of the President without further action by the Committee on Nominations or the membership.

Section 3. The President, the President-Elect, and the Vice-President shall not be eligible for immediate reelection to their respective offices.

Section 4. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

ARTICLE III

Duties of Officers

President: The President shall be the chief executive officer of the Association. The President shall likewise be, ex-officio, the chairman of the Board of Directors. It shall be the duty of the President to preside at all meetings of the Association, and the President shall be a member, ex-officio, of all committees.

President-Elect and Vice-President: In the absence or disability of the President, the duties of the President shall be discharged by the President-Elect. In the absence or disability of both the President and the President-Elect, the duties of the President shall be discharged by the Vice-President.

Secretary: The Secretary shall be responsible for the preparation and maintenance of the records of the meetings of the Association and of the Board of Directors; shall give or cause to be given all notices upon behalf of the Association provided for in the Articles of Incorporation and By-Laws or as otherwise directed by the Board of Directors; and shall keep or cause to be kept all the official books, records and documents of the Association and submitted to the Association, except the financial books and records. The Secretary shall make the books, records, and documents

committed to his or her custody available to the Board of Directors as the Board of Directors may require.

Assistant Secretary: The Assistant Secretary shall assist the Secretary and shall act in the absence or disability of the Secretary.

Treasurer: The Treasurer shall keep or cause to be kept complete and accurate financial books and records of the Association. The Treasurer shall develop or cause to be developed an annual budget for approval by the Board of Directors. The Treasurer shall make books and records of the Association available for inspection of the Board of Directors as the Board of Directors may require.

The Treasurer shall collect or cause to be collected all membership dues and other moneys due the Association, which the Treasurer shall deposit or cause to be deposited in a national bank or other financial institution approved by the Board of Directors. The expenses of the Association shall be paid by checks drawn upon such bank or other financial institution and shall be signed by the Treasurer or Assistant Treasurer; provided, however, that the Board of Directors in its discretion may provide for checks to be signed by such other employee, officer or director of the Association as it deems appropriate; provided further, that checks for amounts greater than the amount authorized by resolution of the Board of Directors from time to time shall be signed by the Treasurer or Assistant Treasurer and countersigned by the President, President-Elect, or the Vice-President. The Treasurer may, with the advice and consent of the Board of Directors, from time to time, place any surplus funds of the Association in investments of a character approved by the Board of Directors.

The Treasurer shall render reports to the Board of Directors as the Board of Directors may require.

Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer and shall act in the absence or disability of the Treasurer.

Executive Director: The Board of Directors may hire an Executive Director of the Association. Unless a contract, these By-Laws, or a law provides otherwise, the Board may remove such Executive Director at any time with or without cause at a meeting called for that purpose. The Executive Director shall have general and active management of the operations of the Association and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE IV

Board of Directors

Section 1. There shall be a Board of Directors which shall consist of not more than twenty-three members all of whom shall be Voting Members. Twelve of the members shall be elected for terms of three years each, the terms of four of the twelve members to expire in each year. In the initial election, terms of one, two, and three years for the twelve members shall be established to allow expiration thereafter of the terms of four members each year. The twelve members shall not be eligible for immediate reelection to the Board of Directors, but nothing contained in these By-Laws shall make any of the twelve members ineligible for immediate election as an officer, and nothing herein contained shall make one who has just completed a term as an officer ineligible for immediate election as one of the twelve members.

Section 2. The President, the President-Elect, the Vice-President, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, and the most recent past President shall be ex officio members of the Board of Directors with all powers and privileges of other members of the Board.

Section 3. The President, with the approval of the Board of Directors, shall appoint a Voting Member as the Association's Delegate to the House of Delegates of the American Bar Association. The Delegate shall be an ex-officio member of the Board of Directors with all powers and privileges of other members of the Board. The term of the first Delegate shall end with the adjournment of the annual meeting of the American Bar Association in 1991 and the term of succeeding Delegates shall be two years, ending with the adjournment of the annual meeting of the American Bar Association in odd-numbered years thereafter. The Delegate shall represent the Association at meetings of the House of Delegates of the American Bar Association.

Section 4. Any vacancy occurring in the membership of the Board of Directors, other than ex-officio members listed in Section 2 above, shall be filled by the President with the approval of the Board of Directors for the unexpired term.

Section 5. A majority of the Board of Directors shall constitute a quorum, and business shall be conducted by majority vote of those present, whether in person or by teleconference.

Section 6. The Board of Directors shall exercise control over the financial affairs of the Association and shall have general supervision of the work of the Association other than the matters confided to the Committee on Nominations. The Board of Directors shall receive reports and recommendations from all committees and the Secretary and Treasurer. It shall consider and act upon reports of committees and, if it deems necessary, may submit said reports to the membership with such comments as it deems appropriate. All reports to the Association shall become the property of the Association and shall not be published unless by consent of the Board of Directors.

ARTICLE V

Election of Officers and Directors

Section 1. The Committee on Nominations shall consist of three Voting Members with terms of three years, one term to expire each year. The President shall appoint Voting Members to the Committee upon the expiration of any term or upon the occurrence of any vacancy. No member of the Committee shall be selected to succeed himself or herself. The Chair of the Committee shall be the member senior in service on the Committee. A majority of the Committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

Section 2. The Committee on Nominations shall recommend candidates from among Voting Members for the elective offices to be filled at the annual meeting. The Committee shall meet, prepare a report of its recommendations and distribute a copy of the report to the members of the Association not less than 30 days before the annual meeting.

Section 3. The Committee on Nominations shall submit its report at the annual meeting. After submission of the report, any Voting Member shall have the privilege of making additional nominations in writing from the floor. Any additional nomination shall be supported from the floor by at least two Voting Members other than the member making the nomination. If no additional nomination is received from the floor, the election may be conducted by oral vote or by show of hands. If nominations are received from the floor, a ballot shall be prepared and distributed to all Voting Members present for their vote. The nominees receiving the highest number of votes shall be elected to their respective offices for the ensuing year.

ARTICLE VI

Articles of Incorporation

The Articles of Incorporation may be altered or amended only by two-thirds of the Voting Members present at any meeting, but no such change shall be made unless notice of proposed alteration or amendment shall have been given by the Secretary to all members of the Association by mail, fax or e-mail at least thirty days before the meeting at which the amendment is offered.

ARTICLE VII

By-Laws

By-Laws may be adopted, amended, or rescinded at any meeting of the Association by vote of two-thirds of the Voting Members present and entitled to vote,

provided that notice of the proposed action has been given by the Secretary to all members of the Association by mail, fax or e-mail at least thirty days before the meeting.

ARTICLE VIII

Meetings

Section 1. The Association shall meet annually at such time and place as the Board of Directors may select and may meet at such other times as may be provided for in the By-Laws. The quorum shall consist of the Voting Members present. Except for amendment of the Articles of Incorporation and By-Laws, business shall be conducted by majority vote of those Voting Members present.

Section 2. The program of the annual meeting of the Association shall be arranged by the Board of Directors. Notice of the annual meeting shall be given to the members at least thirty days before the meeting.

Section 3. The Board of Directors may call such other meetings of the Association as it may deem desirable upon appropriate notice thereof to the members.

ARTICLE IX

Terms of Office

The terms of office of all persons elected at any annual meeting shall commence at the adjournment of such meeting and shall continue until the adjournment of the next annual meeting and thereafter until their successors shall have been elected and qualified. Vacancies in the office of President, President-Elect, Vice-President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer occurring between the annual meetings shall be filled by the Board of Directors.

ARTICLE X

Committees

Section 1. The Board of Directors may have such committees of the Board of Directors (Board committees) as the Board may establish. Board committees exercise the authority of the Board and shall consist of two or more directors, who shall be nominated by the President. Non-directors may not serve on Board committees. The creation of a board committee and appointment of directors to it shall be approved by a majority of all the directors then in office.

Section 2. In addition to the Board committees established by the Board of Directors, the Association may have Advisory committees, to consist of two or more members (who need not be directors) as determined by the President. Advisory committees are not committees of the Board and may not exercise the powers of the Board, but shall be restricted to giving advice and making non-binding recommendations to the Board or the Association and implementing Board decisions and policies under the supervision and control of the Board or a board committee. The President shall announce the creation of and appointments to such Advisory committees and they shall be approved by the Board of Directors.

Section 3. The Association shall have such general Association committees as the Board of Directors may establish. The President shall appoint the chairman, one vice-chairman, and each of the members of each of any general Association committee (with the number of members of each general committee to be determined in the discretion of the President) to serve for one year ensuing such appointment and thereafter until their respective successors are appointed; provided, however, that the chairman and vice-chairman, and the members thereof, shall have such duties as the Board of Directors may prescribe including, without limitation, preparation of annual or periodic reports to the Board of Directors and the members of the Association.

Section 4. The majority of the members of any committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

Section 5. Meetings of any committee shall be held at such times and places as the chairman thereof may appoint. Reasonable notice shall be given by the chairman to each member.

ARTICLE XI

Chapters

The Board of Directors may authorize the creation of chapters of the Association and shall issue charters which will establish the terms of the governance of the chapters and specify their relationship with the Association. The decision by the Board of Directors for creation of a new chapter shall be made in consideration of the Board Guidelines for Formation of a New Chapter. In order to form a new chapter, the New Chapter Application Form for the applicant chapter (Form) must be prepared and submitted as set forth on the Form. The Board of Directors may revoke the charter of any chapter at any time upon 30 days prior notice.

ARTICLE XII

Dues

Section 1. Each Voting Member, Associate Member and Non-Attorney Professional member shall pay annual dues to the Association for the period from January 1 to December 31, payable by January 31 of each year. The amount of dues shall be prescribed by the Board of Directors.

Section 2. No person shall be in good standing, or be qualified to exercise or be entitled to receive any privilege of membership, who is in default in the payment of his or her dues.

Article XIII

Indemnification of Directors and Officers

Section 1. The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law, any person ("Indemnified Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person is or was a director or officer of the Association, or while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, trustee, officer, employee or agent of another company, partnership, joint venture, employee benefit plan, trust or other enterprise, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person in such Proceeding. Notwithstanding the preceding sentence, except as provided in Section 3 of this Article, the Association shall be required to indemnify an Indemnified Person in connection with a Proceeding (or part thereof) commenced by such Indemnified Person only if the commencement of such Proceeding (or part thereof) by the Indemnified Person was authorized in advance by the Board.

Section 2. The Association shall, to the fullest extent not prohibited by law, pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition; *provided, however,* that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of a written affirmation of the Indemnified Person's good faith belief that he or she has met the relevant standard of conduct required under applicable law for indemnification and an undertaking by the Indemnified Person to repay all amounts advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

Section 3. If a claim for indemnification (following the final disposition of the Proceeding for which indemnification is sought) under this Article is not paid in full within sixty days after a written claim therefor by the Indemnified Person has been received by the Association, or a claim for advancement of expenses under this Section is not paid

in full within thirty days after any statement therefor has been received by the Association, the Indemnified Person shall thereupon be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Indemnified Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action the Association shall have the burden of proving that the Indemnified Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. Any right to indemnification or to advancement of expenses of any Indemnified Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article after the occurrence of the act or omission that is the subject of the Proceeding for which indemnification or advancement of expenses is sought.

Section 5. The rights conferred on any Indemnified Person by this Article shall not be exclusive of any other rights that such Indemnified Person may have or hereafter acquire under any statute, the Articles of Incorporation, the By-Laws or any agreement, or any vote of members or disinterested directors or otherwise. This Article shall not limit the right of the Association, to the extent and in the manner permitted by law, to indemnify or to advance expenses to persons other than Indemnified Persons when and as authorized by appropriate corporate action.

Section 6. In no case, however, shall the Association indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as hereafter may be amended (the "Code"). Further, if at any time the Association is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.