

**AMENDED AND RESTATED
CHARTER OF THE
MIDWEST CHAPTER
OF THE
ENERGY BAR ASSOCIATION**

Pursuant to Article XII of the By-Laws of the Energy Bar Association (“Association”), there is hereby chartered the Midwest Chapter of the Energy Bar Association (“Chapter”). This Charter provides for the governance of the Chapter and its relationship to the Association.

ARTICLE 1

Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the significant number of Association members who live and work in energy law in the Midwest region of the country (*i. e.*, the states of North Dakota, Minnesota, Wisconsin, South Dakota, Nebraska, Iowa, Illinois, Kansas, Missouri, Oklahoma, Michigan, Indiana, and Ohio), in order to better provide for those members to fully participate in the activities and enjoy the benefits of membership in the Association, to further the purposes of the Association pursuant to its Articles of Incorporation and to promote the mission of the Association, which is:

“To enhance the professional competence of those who practice and administer energy law.”

Section 2. In order to achieve the purposes of the Association and the purposes for which the Chapter is hereby chartered, it is necessary to provide for close coordination of the operations of the Chapter with the operations of the Association.

Therefore, the President of the Chapter shall receive advance notice of all meetings of the Board of Directors of the Association, and in such capacity shall be entitled to attend all such meetings and to participate in the deliberations at such meetings, but shall not, in such capacity, be a member of the Board of Directors of the Association. The President of the Chapter or his/her designee shall be named ex-officio members of the Association's program committee and shall be entitled to participate fully in the affairs of such committee of the Association.

ARTICLE II

Officers and Directors

Section 1. The initial officers and directors of the Chapter appointed by the first issuance of this Charter and authorized to serve until the first Annual Meeting of the Chapter, as provided in Article V below, were:

Robert J. Hack – President and Chairman of the Steering Committee

William H. Smith, Jr. – Secretary and Member of the Steering Committee

Martin J. Bregman – Member of the Steering Committee

Georgetta J. Baker – Member of the Steering Committee

David D'Alessandro – Member of the Steering Committee

Paul E. Nordstrom – Member of the Steering Committee

Section 2. Subject to the other provisions of this Article regarding succession to the office of the President, the officers and directors of the Chapter shall be elected by the membership of the Chapter for terms of one year commencing with the first Annual Meeting. The officers shall be President, Vice President and Secretary-Treasurer. In

addition, there shall be at least four but no more than seven directors who are not officers (referred to as “at-large” directors).

Section 3. The person serving as President shall not be eligible for immediate re-election to that office or to the office of Vice President, and the person serving as Vice President shall succeed to the office of the President upon the expiration or vacancy of the term of the person serving as President, as further provided below; provided, except as provided above with respect to the President and Vice President, any officer and director shall be eligible for re-election to serve in the same or a different position from the position at the expiration of his or her term. In the event the Vice President becomes President due to that office becoming vacant during an existing term, that person shall serve for the balance of the existing term and for the succeeding term in accordance with the provisions of Section 4 below.

Section 4. The Vice President shall succeed to the office of the President at the expiration of the term of office of the President without further action by the Nominating Committee or the membership.

Section 5. The outgoing President shall automatically become a non-voting ex-officio member of the Board of Directors for two years after the date of him or her leaving office, unless elected to or appointed as an at-large director. At no time shall more than two past presidents serve in an ex-officio capacity.

ARTICLE III

Duties of Officers

Section 1. The President shall be the chief executive officer of the Chapter and the chairman of the Board of Directors. It shall be his or her duty to preside at all meetings of the Chapter, to appoint all committees of the Chapter and their officers, unless otherwise provided for, and he or she shall be a member, ex-officio, of all committees.

Section 2. In the absence or disability of the President, the Vice President shall discharge his or her duties.

Section 3. The Secretary-Treasurer shall be responsible for the preparation and maintenance of the records of the meetings of the Chapter and of the Board of Directors; shall be responsible for the giving of all notices upon behalf of the Chapter provided for in this Charter or as otherwise directed by the Board of Directors; and shall be the custodian of all the official books, records and documents of the Chapter. He or she shall make the books, records, and documents committed to his or her custody available to the Board of Director of the Chapter and the Board of Directors of the Association as those Boards of Directors may require. The Secretary-Treasurer shall render reports to the Board of Directors of the Chapter and the Treasurer of the Association as they may require. The Secretary-Treasurer shall collect all moneys due the Chapter, which he or she shall forward to the Treasurer of the Association for deposit to the Association. The Secretary-Treasurer shall keep an accounting of and forward all invoices to the Treasurer of the Association for payment by the Association.

ARTICLE IV

Board of Directors

Section 1. There shall be a Board of Directors of the Chapter, which shall consist of the three officers described in Article III above and a minimum of four and a maximum of seven at-large directors who are not officers.

Section 2. With the approval of the Board of Directors, the President shall appoint a person to fill a vacancy occurring among the officers and directors for the remainder of the un-expired term of the position.

Section 3. A majority of the Board of Directors shall constitute a quorum, and business shall be conducted by majority vote of those officers and directors present.

Section 4. The Board of Directors shall exercise control over the financial affairs of the Chapter, subject to the authority of the Board of Directors of the Association, and shall generally oversee the activities and work of the Chapter, 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-Treasurer. It shall consider and act upon reports of committees and, if it deems it necessary, may submit said reports to the membership with such comments and recommendations as it deems appropriate.

Section 5. The Board of Directors may conduct their meetings in person and/or by the use of audio-conferencing or video-conferencing media.

ARTICLE V

Annual Meeting; Other Chapter Meetings

The Chapter shall meet once every year at such time and place as the Board of Directors may designate to elect officers and directors, as provided in Article VI below

(such meeting to elect officers and directors is referred to in this Charter as the “Annual Meeting”). In addition, the Chapter may meet at such other times and places, as may be determined by the Board of Directors. Except for the election of officers and directors of the Chapter at the Annual Meeting, business shall be conducted by majority vote of those present and a quorum shall consist of those present.

ARTICLE VI

Election of Officers and Directors

Section 1. The Committee on Nominations shall consist of three members of the Chapter appointed by the President. The Chairman of the Committee shall be appointed by the President.

Section 2. The Committee on Nominations shall nominate persons to stand for election as officers and directors at the Annual Meeting. The outgoing Secretary-Treasurer shall certify in writing the names of the officers and directors elected at the Annual Meeting to the Board of Directors of the Association.

Section 3. Ballots to elect by proxy the officers and directors of the Chapter shall be transmitted, by mail, fax or email, to the membership of the Chapter no later than thirty days before the date of the Annual Meeting. A member of the Chapter may vote by attending the Annual Meeting of the Chapter and submitting his or her ballot or by returning his or her proxy ballot to the Secretary-Treasury no later than the business day immediately preceding the date of the Annual Meeting of the Chapter. The person receiving a plurality of ballots cast for a position shall be elected to that position.

ARTICLE VII

Committees

Section 1. The Chapter shall have such general committees as the Board of Directors may establish. With the approval of the Board of Directors, the President shall appoint the chairman and each of the members of each general committee (with the number of members of each general committee to be determined in the discretion of the President) to serve for one year following such appointment and thereafter until their respective successors are appointed; provided however, that the 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 Chapter.

Section 2. In addition to the general committees established by the Board of Directors, the President may appoint such special committees, to consist of two or more members as determined by him or her, as he or she may deem to be required from time to time, to conduct the affairs of the Chapter. The President shall announce the creation of and appointments to such special committees to the Board of Directors at its next meeting.

Section 3. The majority of the members of any general or special committee shall constitute a quorum, and business shall be conducted by majority vote of those present.

Section 4. Meetings of any committee shall be held at such times and places as the chairman thereof may appoint. Reasonable notice shall be given by him or her to each member.

ARTICLE VIII

Custody of Papers, Addresses, and Reports

Custody of all papers, addresses and reports submitted to the Chapter shall be lodged with the Secretary-Treasurer, and copies furnished to the Secretary of the Association upon request. All reports to the Chapter shall become the property of the Association and shall not be published unless by consent of the Board of Directors of the Association.

ARTICLE IX

Amendments to Charter

This Charter may be amended by the Board of Directors of the Chapter, but no such change shall be made, unless written notice of the proposed amendment has been given by the Secretary-Treasurer of the Chapter to the Secretary of the Association at least thirty days before the proposed effective date of such proposed amendment, and the Board of Directors of the Association has approved the proposed amendment. This Charter also may be revoked by the Board of Directors of the Association.

ASSOCIATION

ISSUED BY THE ENERGY BAR

Dated this 14th day of April, 2004

/s/ Barbara K. Heffernan
President