

**CHARTER OF THE NORTHEAST
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 Northeast Chapter of the Energy Bar Association (“Chapter“). This Charter provides for the governance of the Chapter and its relationship to the Association.

ARTICLE I

Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the significant number of Association members who live or work in energy law in the Northeast region of the country (*i.e.*, the states of Connecticut, Delaware, Maine, Massachusetts, Maryland, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Vermont, as well as the District of Columbia), in order to better provide for those members to fully participate in the activities and enjoy the benefits of membership in the Association, and 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. The President of the Association may appoint an officer or director of the Association to serve as a non-voting, ex-officio member of the Chapter.

ARTICLE II

Officers and Directors

Section 1. [Intentionally Blank.]

Section 2. Subject to the other provisions of this Article II regarding succession to the office of the President, the officers of the Chapter shall be elected by the membership of the Chapter for terms of one year commencing immediately following the Annual Meeting. The officers of the Chapter shall be President, President-Elect, Vice President, and Secretary-Treasurer. The officers shall also serve as directors. In addition, there shall be seven (7) directors of the Chapter who are not officers and who shall be elected by the membership of the Chapter for staggered terms of three (3) consecutive years; provided, however, that for the election to be held in 2009 two (2) of the directors shall be elected to serve a term of one (1) year, two (2) of the directors shall be elected to serve a term of two (2) years and the remaining directors shall be elected to serve a term of three (3) years. Except in the case of resignation as provided below, each person who is or shall hereafter become a Director shall serve for such term as the Board of Directors shall determine and until his successor shall have been duly elected and qualified. Any Director may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect at the

time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 3. The person serving as President shall not be eligible for immediate re-election to that office, or the offices of President-Elect or Vice President. Except as provided above with respect to the President, any officer or 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 President-Elect 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 President-Elect shall succeed to the office of the President upon the expiration or vacancy of the term of the person serving as President without further action by the Nominating Committee or the membership.

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

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 Directors of the Chapter and the Board of Directors of the Association, as each Board 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 monies 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 four officers described in Article III above and seven (7) 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 unexpired 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 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 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 list of officers and directors nominated by the Committee on Nominations should be (i) circulated by mail, fax or e-mail to all chapter members at least thirty (30) days prior to the Annual Meeting; (ii) should state the day, time and place of the chapter election; and (iii) should state that additional nominations will be taken from the floor. In selecting candidates, the Committee on Nominations should take into consideration the Association's diversity policy, as well as the importance of geographic diversity in the chapter's officers and directors. 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 e-mail, to the membership of the Chapter no later than thirty (30) 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-Treasurer 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 members of each general committee (with the number of members of each

general committee to be determined by 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 select. Reasonable notice shall be given by him or her to each member.

ARTICLE VIII

Custody of Papers, Addresses, and Reports

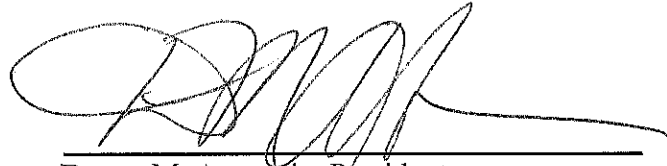
Custody of all papers, addresses, and reports submitted to the Chapter shall be lodged with the Secretary-Treasurer, and copies furnished to the Secretary of the Association upon request. All reports to the Chapter shall become the property of the Association and shall not be published unless by consent 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 (30) 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 may also be revoked by the Board of Directors of the Association.

ISSUED BY THE ENERGY BAR ASSOCIATION
Dated this 13 day of August, 2008

A handwritten signature in black ink, appearing to read 'D.M.A.', written over a horizontal line.

Donna M. Attanasio, President

Energy Bar Association