

**FIRST AMENDED AND RESTATED CHARTER OF THE
ROCKY MOUNTAIN CHAPTER
OF THE
ENERGY BAR ASSOCIATION
(Revised and Approved by EBA Board 4.10.14)**

Pursuant to Article XII of the By-Laws of the Energy Bar Association (the “Association”), there is hereby chartered the Rocky Mountain Chapter of the Energy Bar Association (the “Chapter”). This Charter provides for the governance of the Chapter and its relationship to the Association. The Chapter shall include the states of Colorado, New Mexico, Montana, Utah and Wyoming (the “Rocky Mountain Region”). This Charter replaces in its entirety the Charter of the Rocky Mountain Chapter of the Energy Bar Association, issued January 15, 2013.

ARTICLE I

Chapter-Association Relations

Section 1. The Association has hereby chartered the Chapter in recognition of the important role the Rocky Mountain Region plays in the development and utilization of the energy resources of the United States and in recognition of the significant number of Association members who are located in the Rocky Mountain Region and who are engaged in the active development and management of energy resources therein. A primary purpose of the formation of the Chapter is to encourage the growth and expansion of membership in the Association from the Rocky Mountain Region and to provide a forum for education and development of energy lawyers therein. The formation of the Chapter has been found to be important to better provide for existing and future

members of the Association 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. 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. The officers of the Chapter shall consist of a President and Chairman of the Board of Directors, a Vice President, a Secretary and a Treasurer. The Vice President shall succeed to the office of the President upon the expiration or earlier termination of the term of office of the prior President. The affairs of the Chapter shall be governed by a Board of Directors consisting of not less than seven nor more than eleven members, as determined by the Board of Directors of the Chapter from time to time, four of whom may also be officers of the Chapter. The officers and directors of

the Chapter appointed by the issuance of this Charter, and authorized to serve until the first Annual Meeting of the Chapter following the adoption of this Charter, as provided in Article V below, are:

President and Chairman of the Board of Directors: Gregory V. Johnson, Denver, Colorado

Vice President and Director: Vicki M. Baldwin, Salt Lake City, Utah

Secretary and Director: Crystal J. McDonough, Cheyenne, Wyoming

Treasurer and Director: Thomas J. Dougherty, Denver, Colorado

Director: William M. Dudley, Denver, Colorado

Director: Joan E. Drake, Albuquerque, New Mexico

Director: M. Andrew McLain, Helena, Montana

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 concurrent terms of one year. Each term shall begin on the date of each Annual Meeting and shall end on the date which is one year subsequent to the date of election; provided, however, that the terms of the officers and directors named in this Charter shall begin on the effective date of this Charter and end on the date of the first Annual Meeting.

Section 3. The President and the Vice President shall not be eligible for re-election to serve in the same position at the expiration of his or her term; provided, however, that the initial President and Vice President identified in this Charter may stand for reelection to their position at the first Annual Meeting of the Chapter. An officer or director other than the President or Vice President shall be eligible for re-election to the same position held by such individual or may be elected to a different officer or director 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 of the President and may be elected for a subsequent full term as President of the Chapter.

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.

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 the duties of the President.

Section 3. The Secretary 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 those Boards of Directors may require. The Secretary shall render reports to the Board of Directors of the Chapter and the Treasurer of the Association as they may require.

Section 4. The 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 Treasurer shall keep an accounting of all receipts and expenditures, and shall forward all invoices to the appropriate official 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 seven members, four of whom may also serve as officers of the Chapter. The Chapter shall endeavor to achieve geographic diversity in the membership of the Board, reflecting the several states which form the Chapter, to the extent practicable and consistent with the best interests of the Chapter.

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 Treasurer. The Board of Directors shall consider and act upon reports of committees and, if the Board of Directors deems necessary, the Board of Directors may submit said reports to the membership with such comments 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”); provided that each Annual Meeting must occur no later than June 30 of the applicable year. The first Annual Meeting following the adoption of this Charter shall take place no later than June 30, 2013. 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 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. Notice of the Annual Meeting and of the nominations 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. Notices of each meeting of the Chapter shall set forth the time and place for the meeting, a general summary of the matters to occur at the meeting and information concerning the manner of voting at the meeting.

Section 4. 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 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, 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 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.

ISSUED BY THE ENERGY BAR ASSOCIATION

Dated this ____ day of ____ 2014

Jason F. Leif, President

