

**RESTATED AND AMENDED
BYLAWS
OF
NORTHWEST ENERGY EFFICIENCY ALLIANCE, INC.
Adopted by Board of Directors, October 18, 2007
Effective November 19, 2007
Amended by the Board of Directors, October 15, 2009
Effective January 1, 2010
Amended by the Board of Directors, August 26, 2014
Effective December 3, 2014**

**ARTICLE I
Offices**

Section 1. Principal Office. The principal office of the corporation will be located in the City of Portland, County of Multnomah, State of Oregon. The corporation may also have offices at such other places, either within or without the State of Oregon, as the Board of Directors (the “Board”) may designate or as the business of the corporation may from time to time require.

Section 2. Registered Office. The registered office of the corporation required by the Oregon Nonprofit Corporation Act (the “Act”) to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time-to-time by the Board upon due compliance with the requirements of the Act for change of the registered office.

**ARTICLE II
Board of Directors**

Section 1. General Powers. The business and affairs of the corporation shall be managed by the Board. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the corporation as it deems proper, not inconsistent with these Restated and Amended Bylaws (the “Bylaws”) and the Act.

Section 2. Composition of the Board.

(a) The Board shall consist of up to twenty-one (21) Directors using the following guidelines and consistent with the Board Appointment Policy:

- Up to fifteen (15) Directors representing the direct funders

- One (1) Director representing the indirect¹ funders
- One (1) Director recommended by the Governor of Idaho
- One (1) Director recommended by the Governor of Montana
- One (1) Director recommended by the Governor of Oregon
- One (1) Director recommended by the Governor of Washington
- One (1) Director elected to represent the public interest

(b) The term “funder” shall include utilities and systems benefit administrators.

(c) The term “direct” refers to funds paid by a funder, not including any portion of such funds paid on behalf of a funder by the Bonneville Power Administration.

(d) The Board shall determine the direct financial contributions required of each funder based on the funding mechanism methodology adopted by the Board.

Section 3. Seating and Appointing Directors. Directors shall be seated or appointed at an annual meeting as set forth below:

- (a) Up to fifteen (15) Directors from and appointed by the direct funders. Such Directors are not appointed by the Board.
- (b) One (1) Director representing the indirect funders. One (1) Director will be selected through a process set forth in the Appointment Policy. The Board shall seat the selection.
- (c) Four (4) Directors recommended by the Governors of Idaho, Montana, Oregon and Washington. Each Governor of Idaho, Montana, Oregon and Washington may recommend one (1) Director. The Board of Directors shall seat the recommendation of each Governor.
- (d) One (1) Director representing the public interest. A selection committee will select one (1) Director to represent the broad public interest, in accordance with the process set forth in the Appointment Policy. The Board shall appoint the Director.

In order to stagger the terms Directors are to serve on the Board, the Board may amend from time-to-time the Appointment Policy setting forth the procedures for seating Directors.

Section 4. Tenure and Replacement of Directors.

(a) The Director described in Article II, Section 3(d) (representing the public interest) will serve a three-year term. All other Directors will serve a two-year term unless otherwise provided in the Appointment Policy. Each term will begin on the first day following the annual meeting.

¹ An indirect funder is a public utility that funds NEEA through BPA.

(b) Any vacancy in a Director position prior to the expiration of a regular term may be filled by a replacement Director, to serve for the remainder of the term. The replacement Director will be appointed as set forth in Article II, Section 3 above.

Section 5. Removal of Directors. Any Director may be removed, with or without cause, at a meeting called for that purpose, in accordance with the Manner of Voting procedures set forth in Article II, Section 11 below.

Section 6. Annual Meeting. The annual meeting of the Board shall be held each year as determined by resolution, not less than sixty (60) days in advance of that date to transact such business as may come before the meeting.

Section 7. Regular Meetings. The Board shall provide, by resolution, the time and place, either within or without the State of Oregon, for regular meetings.

Section 8. Special Meetings. Special meetings of the Board may be called either by the Executive Committee established in accordance with Section 14 below or by any six (6) Directors. The Executive Committee or the six Directors may fix any place either within or without the State of Oregon as the place for holding any special meeting.

Section 9. Notice. Written notice of the time, date, place and purpose for all meetings shall be given at least three (3) days prior to the meeting; provided, however, that if notice is given by mail, notice shall be given at least six (6) days prior to the meeting. Notice shall be transmitted to each Director at the Director's address either by mail, facsimile, or e-mail. Such notice shall be deemed to be given at the time it is deposited in the United States mail, or transmitted by facsimile or e-mail.

Any Director may waive notice of any meeting by signing a written waiver of notice, whether before or after the time period for notice specified in this section. Such written waiver by a Director shall be deemed equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any special meeting of the Board must be specified in the notice of a waiver.

All meetings shall be open to the general public. Agendas for each meeting will be issued as far in advance of each meeting as possible.

Section 10. Quorum. A majority of Directors in office immediately before a meeting begins shall constitute a quorum, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 11. Manner of Voting. The Board shall make a good faith effort to make all decisions by consensus, in which all Directors support the decision of the Board even if the decision is not their preferred option. If consensus is not reached after a period of time to be determined by the Chair, the matter shall be put to a vote of the Board.

- (a) Changes to the mission statement, the Articles of Incorporation and these Bylaws shall be made only by the affirmative vote of eighty percent (80%) of the Directors present at a meeting at which a quorum is present.
- (b) Unless these Bylaws or applicable law provide differently, all other actions or decisions shall be made only by the affirmative vote of sixty percent (60%) of the Directors present at a meeting at which a quorum is present.

Section 12. Action by Board without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 13. Resignation. A Director may resign at any time by giving written notice to the Board, the Chair, the Secretary or the Executive Director of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 14. Executive and Other Committees. The Board shall designate from among its members the following committees:

- (a) **Executive Committee.** The Executive Committee shall consist of the four (4) major officers of the corporation established in Article III below, an at-large Executive Committee member, and the past-Chair. The at-large member shall be elected and serve in a manner consistent with an officer in Article III unless otherwise provided in the Appointment Policy. The purpose of the Executive Committee is to further the substantive work of the corporation and monitor its progress. The Executive Committee is authorized to take action or make decisions if necessary on an emergency basis which would otherwise require a vote of sixty percent (60%) of the Board. Such action or decisions shall be brought to the Board for ratification at the next meeting of the Board. The Executive Committee is

not authorized to take any action which would require a vote of eighty percent (80%) of the Board.

- (b) **Other Committees.** The Board may form other committees from time to time to carry out the goals of the corporation.

Section 15. Compensation and Reimbursement. Directors shall not be entitled to compensation from the corporation for their services as Directors, but shall be entitled to reimbursement of reasonable expenses, including cost of travel, incurred in the performance of their duties.

Section 16. Attendance at Board Meetings by Telephone or Similar Communications Equipment. Members of the Board may participate at meetings of the Board and be counted toward the required quorum by means of conference telephoning or similar communications equipment by means of which all persons participating in the meeting can hear one another simultaneously.

Section 17. Rules of Procedure. Meetings of the Board shall be conducted in accordance with the Board Rules of Procedure Policy.

Section 18. Conflicts of Interest. The Board shall adopt policies and procedures regarding Directors' conflicts of interest.

ARTICLE III **Officers**

Section 1. Number of Officers. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be a member of the Board, and elected by the Board at such time and in such manner as provided in these Bylaws. The Board may elect or appoint such other officers and assistant officers and agents as it deems necessary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected at the annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office for a term of two (2) years beginning the first day following the annual meeting at which he or she was elected, and may have additional consecutive terms, except that the Chair may serve a maximum of two (2) consecutive terms.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in the judgment of the Board, the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal governing officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time-to-time.

Section 6. Past-Chair. The outgoing chair shall remain on the Executive Committee in a non-voting advisory capacity for an additional year. In the event the Past-Chair's term ends, the Past Chair shall remain on the Board as a non-voting member, and shall have a seat on the Executive Committee, as a non-voting member.

Section 7. Vice-Chair. The Vice-Chair shall assist the Chair with his or her work, delegated by the Chair. The Vice-Chair will act as Chair in the absence of the Chair.

Section 8. Secretary. The Secretary shall have overall responsibility for all record-keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Ensure that accurate record-keeping of proceedings of the Board's meetings and actions are distributed to Directors, and archived for that purpose;
- (b) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Act;
- (c) Ensure the appropriate custody of the corporate records;
- (d) Ensure that agendas are distributed for all meetings;
- (e) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board.

Section 9. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) Ensure that full and accurate accounts of all financial records of the corporation are kept;
- (b) Ensure that all monies and other valuable effects in the names and to the credit of the corporation are deposited in such depositories as may be designated by the Board;
- (c) Ensure disbursement of all funds when proper to do so;
- (d) Make financial reports as to the financial condition of the corporation to the Board;
- (e) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or by the Board.

ARTICLE IV
Executive Director

The Executive Committee shall select an Executive Director to be hired by the corporation who shall have broad responsibilities to implement Board policy and manage operations of the corporation. The Executive Director shall not be a member of the Board. The Executive Director shall create with the Board a mission and strategic plan to guide the corporation and ensure that external challenges are understood and acted upon, establish good working relationships with the community, and in general help the corporation achieve its policies, goals and objectives. The Executive Director is responsible for program planning and management, financial planning and management, and human resource planning and management, all within guidelines established by the Board.

The Executive Director shall have the authority to make all reasonable steps to achieve the above goals including: hiring of staff, determination of their compensation with guidelines established by the Board hiring of legal and accounting services and record keeping, including minutes of all Board meetings.

ARTICLE V
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Executive Director is authorized to enter into contracts on behalf of the corporation. In addition, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances as stated in the Financial Policies.

Section 2. Loans to Corporations. No loans shall be contracted on behalf of the corporation, and no indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences shall be signed by the Executive Director, or by such officer or officers, agent or agents, of the corporation and in such manner as stated in the Financial Policies.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board or the Executive Director may select.

ARTICLE VI
Fiscal Year

The fiscal year of the corporation shall be the calendar year.

ARTICLE VII
Corporate Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. The Board shall arrange an annual audit by a certified public accountant. Executive Committee decisions shall be recorded in minutes and distributed to the Board. Records shall be open at all reasonable times to inspection by any Director.

ARTICLE VIII
Indemnification of Directors and Officers

The corporation shall indemnify to the fullest extent provided by law any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or other action

by or in the right of the corporation by reason of the fact that the person is or was a Director or officer of the corporation, or is serving at the request of the corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding, unless that person acted in bad faith and in a manner reasonably believed to be against or opposed to the best interests of the corporation or unless, with respect to any criminal action or proceeding, the person has reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person acted in bad faith or acted in a manner which the person reasonably believed to be against or opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The corporation shall indemnify to the fullest extent provided by law any person who was or is a party or is threatened to be made a party to any pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by that person in connection with the defense or settlement of the action or suit, judgments, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit or proceeding, unless that person acted in bad faith and in a manner reasonably believed to be against or opposed to the best interests of the corporation, and, except that no indemnification shall be made in respect to any claim, issue or matter as to which that person shall have been adjudged to be liable for misconduct in the performance of that person's duty to which such action was brought, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnity for those expenses and judgments.

To the extent that a Director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred in connection therewith.

Any indemnification under this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board who were not parties to such action, suit or proceeding; or (2) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in the paragraph immediately above, upon receipt of an undertaking by or on behalf of the Director or officer to repay that amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those indemnified may be entitled by law, under agreement, by vote of disinterested Directors, or otherwise. Indemnification shall apply both as to action in that person's official capacity, and as to action in another capacity related to the corporation while holding that capacity, and shall continue as to a person who has ceased to be a Director or officer. Indemnification shall inure to the benefit of the heirs, executors, administrators, and personal representatives of that person.

ARTICLE IX **Purposes**

The purposes of the corporation are to improve the efficiency of electricity use and reduce the cost of achieving efficiency improvements in the Pacific Northwest through market transformation, and such other purposes as are not contrary to law.

The corporation shall receive and administer funds exclusively for educational and scientific purposes without pecuniary gain or profit, incidental or otherwise. Its purpose shall be to engage in activities permitted under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code and to carry on such activities without limitation, except activities which are otherwise proscribed by law. No such activity shall be such as is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding future provision of the Internal Revenue Code. The corporation shall not attempt to influence legislation by propaganda or otherwise, except as permitted by law, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office. No part of the net earnings, if any, of this corporation shall inure to the benefit of any private individual, and no Director or officer of the corporation shall receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

ARTICLE X **Distribution on Dissolution or Other Termination**

Upon the dissolution or other termination of the corporation, no part of the corporation or any of the proceeds shall be distributed to, or inure to the benefit of, any officer or Director of the corporation. All such property and proceeds, subject to the discharge of valid obligations of the corporation and to the applicable provisions of the Oregon Nonprofit Corporation Act, shall be distributed as directed by the Board—among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for charitable, scientific, literary, or educational purposes of the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate or public office.

ARTICLE XI **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual, regular or special Directors' meeting in accordance with the Manner of Voting procedures set forth in Article II, Section 11. The text of any proposed amendment to the Bylaws shall be included in the notice sent to the Directors prior to the meeting.