

NATIONAL BYLAWS

ARTICLE I – NAME

The association shall be known as the Energy, Technology and Environmental Business Association or ETEBA (the "Corporation"). The Corporation shall be the headquarters organization for ETEBA chapters worldwide and shall maintain its principal office in East Tennessee.

ARTICLE II – PURPOSES

Section A - The Corporation's mission is to promote business opportunities for its member companies. This mission is divided into five main areas:

1. **Advocacy** for issues and funding that influences business opportunities and conditions;
2. **Representation** in providing a unified voice for its member companies;
3. **Networking Opportunities** to foster interaction among member companies and between member companies and other organizations;
4. **Information Clearinghouse** services for business issues and opportunities;
5. **Marketing** services to provide greater exposure to member company capabilities.

Section B - To accomplish its mission, the Corporation:

1. Advocates for sustained or increased funding for existing programs and for new programs that will benefit member companies;
2. Monitors market opportunities and advocates for member companies in order to ensure growth and stability of member companies and enhancement of technical capabilities;
3. Represents the views, issues, capabilities, and concerns of member companies to other entities;
4. Seeks opportunities to market the diversity of technical talent available among its member companies;
5. Provides facts, information, education, and such assistance as may be requested, in helping member companies become more competitive and marketable;
6. Provides networking opportunities through regular membership meetings, conferences, and other events.

Section C - It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law (referred to herein as the "Code"). The Corporation is a mutual benefit corporation within the meaning of T.C.A. § 48-51-101, *et seq.* formed for purposes within the meaning of Section 501(c)(6) of the Code.

No part of the net earnings or the property of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members or other private individuals or persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and

services rendered and to make payments in furtherance of the purposes set forth in this Article. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation in any manner which is not permitted under the Code. Further, the Corporation will promote collective member capabilities, adhering to strict ethics guidelines that forbid favoritism with respect to member companies.

ARTICLE III – MEMBERSHIP

Section A – Companies Eligible for Membership. Any commercial firm with an interest in the energy, technology, and environmental industry may become a member of the Corporation, which includes a Chapter membership of the member's choosing (each a "Member" and collectively, the "Members"). Firms may apply for multiple Chapter memberships for additional fees. The firm's objectives must be consistent with the mission of the Corporation. Membership will be granted with a majority vote of the Board of Directors of the Corporation (the "Board").

Section B – Commencement of Membership. Membership shall commence upon payment of dues and/or fees prescribed by the Corporation and shall continue unless suspended through non-payment of dues after 60 days and by subsequent termination of membership by the Board.

Section C – Entities Eligible for Affiliation. Local, regional, or state organizations or not-for-profit organizations with objectives consistent with the mission of the Corporation may become affiliates of the Corporation upon petition to, and approval of, the Board (each an "Affiliate" and collectively, the "Affiliates"). Approval consists of a majority vote of the Board.

Section D – Designated Representative. Each Member must designate one principal to be its authorized representative (a "Member Representative") and may designate alternate representatives.

ARTICLE IV - CHAPTERS

Establishment of Chapters. ETEBA Chapters (each a "Chapter" and collectively, the "Chapters") may be established at various geographical locations upon approval by the Board.

ARTICLE V – MEMBERSHIP MEETINGS AND VOTING

Section A – Annual Meeting. An annual meeting of the Corporation will be held each spring prior to June 1 (the "Annual Meeting"). Members shall receive notice of these meetings no less than 15 days in advance of the date of the meeting.

Section B – Votes. Each Member shall have one vote in all elections and on all other matters brought before the Corporation, regardless of the number of Chapters to which the Member belongs. Affiliates shall not be eligible to vote.

Section C – Quorum, Proxy and Approval. The Members present at a duly noticed meeting shall constitute a quorum.

A Member shall have the authority to issue a written letter of proxy to any other Member, authorizing the Member so designated to cast a vote for the Member unable to attend. All elections shall be had and all questions decided by a majority of the Members represented in person or by proxy.

ARTICLE VI – BOARD OF DIRECTORS

Section A – Composition of the Board of Directors. The Board shall consist of thirteen voting directors plus each Chapter Chair (as defined in the Chapter Bylaws) as a voting ex-officio director (each a “Director” and collectively, the “Directors”). Each Director shall represent a different Member.

Section B – Officers. Four of the voting Directors shall be designated as officers. The officers in order of rank are: President, President-Elect, Treasurer, Secretary, and Past President (each an “Officer” and collectively, the “Officers”). Chapter Chairs are not eligible for officer positions. The remaining eight voting Directors shall be designated as directors at large.

Section C – Nominations and Elections. The Officers and Directors shall be nominated by the Nominating Committee or by nomination from the floor at the Annual Meeting.

- 1. Nominating Committee.** The Committee shall submit a list of nominees for the various offices and directors at large to the Board for approval in sufficient time for the Members to be notified prior to the Annual Meeting. The chair of the Nominating Committee must have served as a past President of the Corporation.
- 2. Ability to Serve.** Persons nominated for offices and as directors at large must be present to accept the nomination or must have agreed to that nomination prior to the Annual Meeting.
- 3. Slate, Proxy, and Notice.** The Nominating Committee Slate and Proxy forms shall be distributed to the membership with the notices of the Annual Meeting.
- 4. Election.** Additional nominations will be solicited at the election meeting and may be made from the floor. Nominees receiving a majority vote of the Members voting shall be declared elected.
- 5. Removal.** Any Director or Officer who is not functioning to the benefit of the Corporation may be subject to removal from office with a majority vote of the Board. Missing consecutive Board meetings may be grounds for removal. Chapter Chairs are expected to physically attend a minimum of two Board meetings per year.
- 6. Vacancies.** Vacancies on the Board caused by resignation, death, incapacitation, removal, or withdrawal of the Member may be filled by an appointment by the Nominating Committee as approved by a majority vote of the Board. The appointments are subject to approval by a majority vote of the Members at the next regular or special membership meeting. Such appointee shall serve until the next Annual Meeting, at which time he/she shall be eligible for normal election to the Board.

Section D – Term in Office. Twelve members (excluding the Chapter Chairs) of the Board shall be elected, and one (the

Past President) shall serve ex-officio. These elected Directors will serve for staggered two-year terms, with six elected each year at the Annual Meeting. Directors will begin their terms immediately after being elected. The four Officers shall be elected from the new or sitting Directors by the Membership at the Annual Meeting. Each Officer will serve until the next Annual Meeting. There are no term limits; therefore, current and past Directors are eligible for re-election. Chapter Bylaws shall govern the term of the Chapter Chairs.

Section E - Duties of the Board of Directors. The Board shall manage the business and affairs of the Corporation and shall exercise all powers not expressly reserved by the Members. The Board, led by the Officers, shall accomplish the following specific objectives:

- 1. Budget.** Annually, together with subsection 2 below, the Board shall adopt a budget to go into effect the following program year.
- 2. Work Plans.** Annually, together with subsection 1 above, the Board shall approve organization and staff work plans that are based on the Corporation's advocacy priorities and interaction goals. These work plans will go into effect the following program year.
- 3. Advocacy Priorities.** The Board shall create, prioritize, and maintain a list of issues that influence business opportunities. The committees should contribute to development of the list, on which the Corporation's staff will focus its advocacy efforts.

Section F – Responsibility and Authority of the Officers

1. President. The President shall:

- a. Preside at all meetings of the Board;
- b. Designate at least two signatories for checks drawn against the Corporation's funds;
- c. Appoint committee chairs, subject to Board approval;
- d. Serve as spokesperson for the Corporation or delegate an alternate;
- e. Propose an annual budget (to be developed by the Officers) for adoption by the board.
- f. Have served on the Board within the past three years;
- g. Possess all powers normally exercised by an association's President;
- h. Serve as the Executive Director's supervisor to address human resource issues and concerns.

2. President-Elect. The President-Elect shall:

- a. Substitute for the President in the President's absence;
- b. Assume the duties of the President upon vacancy of office. If the remaining unexpired term is more than six months, the President-Elect position is to be considered vacant and shall be filled within 30 days.

3. Treasurer. The Treasurer shall:

- a. Be in charge of receipts and disbursements of funds;
 - b. Maintain financial records of the Corporation;
 - c. Bill the membership for dues and assessments;
 - d. Serve as the Administrator's supervisor to address human resource issues and concerns.
- The Treasurer may:
- e. Be signatory for checks drawn upon these funds and disburse funds upon approval.
 - f. Delegate routine responsibilities to the staff serving the Corporation.

4. Secretary. The Secretary shall:

- a. Be responsible for recording and distributing the minutes or summaries of meetings of the Board;
- b. Maintain a current membership list and official administrative records of the Corporation;
- c. Be responsible for distributing meeting and other notices, and for other powers normally exercised by an organization's Secretary. The Secretary may delegate routine responsibilities to the staff serving the Corporation;
- d. Be responsible for the coordination of the newsletter development and distribution;
- e. Be responsible for the coordination of the Corporation's web site.

5. Directors at Large. Directors at Large shall have duties as assigned by the President.

Section G – Board Meetings and Quorum. The President shall designate the date, time, and location for each Board Meeting. The Board shall meet a minimum of once a month. Seven Directors shall constitute a quorum.

Section H – Action without a Meeting. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section I – Compensation. Directors and Officers shall serve without compensation. However, expenses incurred on behalf of the Corporation are reimbursable from Corporation funds as approved by the Board.

Section J – Liability. No Director, Officer or Member shall be liable for any debts of the Corporation, any judgments against the Corporation, or any other actions taken by or against the Corporation.

Section K – Operating Procedures. The Board may develop procedural guidelines that may be revised from time to time and include matters such as frequency of meetings, reports, budgets, and other items deemed relevant.

ARTICLE VII – COMMITTEES

Section A – Types

There shall be two types of committees of the Corporation:

1. Standing Committees. Standing Committees shall be those which shall function continually from year to year. The President shall choose the Chair of all Standing Committees subject to the approval of the majority of the Board. Standing Committees may include, but are not limited to, Conference, Education, Government Relations, Nominating, Policy, Member Services, Safety, and Finance.

2. Task Committees. Task Committees shall be created by the President to deal with specific assignments pertinent to the Corporation. Unless otherwise instructed, such committees shall be dissolved by the President upon completion of the task assigned.

Section B – Committee Meetings. The meetings of the committees shall be at the call of the Committee Chair.

Section C – Committee Membership. The Committee Chair has the authority to appoint committee members. To the extent possible, individuals appointed to committees will reflect general membership characteristics of the Corporation by including Membership Representatives from large and small Member companies. Affiliate representatives may also serve on committees.

Section D – Authority. No Committee Chair or Member shall have the authority to make any commitment on behalf of the Corporation, unless specifically authorized by the President.

Section E – Removal of Committee Chairs. The President, subject to Board concurrence, or the Board may at any time remove any Committee Chair from office.

Section F – Ex Officio Committee Members. The President and/or an appointed representative shall be an ex officio member of all committees, unless designated as a regular member by the Committee Chair.

ARTICLE VIII – FINANCES

Section A – Dues. Members shall pay annual membership fees in amounts set annually by the Board.

Section B – Checking Account. Funds will be deposited in an account bearing the name "Energy, Technology and Environmental Business Association." The President shall designate those persons authorized to sign checks in addition to the President and the Treasurer.

Section C – Disbursements. The Treasurer shall disburse Corporation funds upon authorization of the President or a designate.

Section D – Contracts and Employment of Agents. The Board may authorize any Officer or Officers, agent or agents

of the Corporation, in addition to the Officers so authorized by these Bylaws, 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.

ARTICLE IX – INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section A - The Corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators) (the "Indemnified Parties"), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute, provided such Indemnified Party acted in good faith for a purpose he or she reasonably believed to be in the best interest of the Corporation.

Section B - Non-Exclusivity of Rights: The indemnification and advancement of expenses provisions of this paragraph shall not be exclusive of any other right which any Indemnified Party may have or hereafter acquire under any statute, provision of the Charter of the Corporation, provision of these Bylaws, resolution adopted by the Members, resolution adopted by the Board, agreement, or insurance purchased by the Corporation or otherwise, both as to action in an official capacity and as to action in another capacity. The Corporation is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the Board and agreement.

Section C – Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, employee or agent of the Corporation, or who, while a Director, Officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or the Tennessee Nonprofit Corporation Act.

ARTICLE X – MISCELLANEOUS

Section A – Adoption of Bylaws. These Bylaws shall be effective on such date designated by the Board after they are duly adopted by the Members.

Section B – Amendments. At a membership meeting, these Bylaws may be amended by a majority of the Members present and voting, if the total votes in favor are equal to or greater than one-third of the total membership.

Section C – Amendment Proposal. An amendment may be proposed by any Member, Director or Officer by sending it to all Members no later than 15 days prior to the meeting at which it is to be considered.

Section D – Fiscal Year. The fiscal year of the Corporation shall be determined by the Board, and in the absence of such determination, shall be on a calendar year basis from January 1 through December 31 of each year.

Section E – Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board.

Section F – Dissolution - The dissolution of the Corporation shall be governed by the Corporation's Charter.

Section G - Notice. Any notice required to be given by these Bylaws shall be deemed sufficient by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her last known post office address according to the records of the Corporation, and such notice shall be deemed given on the date of such mailing.

Approved by the Board of Directors on
_____, 2007.

Approved by the Members and adopted on
_____, 2007.