

ELECTRIC POWER RESEARCH INSTITUTE, INC.

BYLAWS

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ELECTRIC POWER RESEARCH INSTITUTE, INC.

BYLAWS

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**BYLAWS
OF
ELECTRIC POWER RESEARCH INSTITUTE, INC.**

**Article I
PURPOSES AND OFFICES**

Section 1. Purposes. The purposes of the Corporation shall be as set forth in the Articles of Incorporation. It shall not be the intent of the Corporation to engage or participate in the business of production, transmission, distribution or sale of electric power within the meaning of any federal, state or local laws, or other national or international laws, regulating the business of public utilities and their affiliates.

Section 2. Offices. The principal office of the Corporation shall be at such location as the Board of Directors shall select either within or without the District of Columbia. The Corporation may also have offices at other places both within and without the District of Columbia.

**Article II
MEMBERSHIP**

Section 1. Eligibility. Those persons, firms, government agencies, corporations or other entities, public or private, which are committed to, and have evidenced an intention to support, a national or international program for research and development in the production, transmission, distribution and utilization of electric power shall be eligible for membership in the Institute. Members are encouraged also to continue and increase their support of local, state and regional research and development programs carried on by others than the Institute.

Section 2. Classes. The membership of the Institute shall be divided into three classes of members, namely:

(a) Class I

(1) Any person, firm, agency or corporation owned by the federal government, or by an agency, authority or instrumentality of the federal government, which is engaged to a substantial degree in the production, transmission or distribution of electric power for public use within the United States;

(2) Any cooperative association or cooperative corporation which is engaged to a substantial degree in the production, transmission or distribution of electric power for public use within the United States;

(3) Any nonfederal governmental or other public agency, authority or instrumentality, or any non-profit corporation, association or other non-profit organization operating pursuant to governmental oversight or regulation, which is engaged to a substantial degree in the production, transmission or distribution of electric power for public use within the United States;

(4) Any corporation, association or other organization operating pursuant to governmental oversight or regulation, which is engaged to a substantial degree

in operating, maintaining or assuring reliability of systems for the transmission of electric power for public uses within the United States and Canada; or

(5) Any governmental or other public agency, authority or instrumentality within the United States which is engaged to a substantial degree in directly funding research and development related to the production, transmission, distribution, sale, and utilization of electric power, including but not limited to, energy efficiency, renewables, and environmental research.

(b) Class II - Any investor-owned person, firm or corporation which is engaged to a substantial degree in the production, transmission or distribution of electric power for public use within the United States, or any person controlling such person, firm or corporation;

(c) Class III

(1) Any non-United States government agency or person, firm, corporation or other entity regulated as a utility, which is engaged to a substantial degree in the production, transmission or distribution of electric power for public use outside the United States; or

(2) Any person, firm, corporation, or other entity which is engaged to a substantial degree, whether inside or outside the United States, in the production or sale of electric power or provision of energy, engineering or information services significantly related to production, transmission, distribution, sale, or utilization of electric power and which is not regulated as a public utility, or any person controlling such person, firm or corporation.

Section 3. Membership Recruitment and Classification. The Institute shall be responsible for obtaining eligible members and for determining their classification, pursuant to these Bylaws and such reasonable membership policies and criteria as are approved by the Board of Directors. Each applicant shall furnish to the Institute such information as it may from time to time request. Each applicant shall, as a condition of membership in the Institute, execute such agreements, in such form as may be prescribed by the Institute from time to time, pursuant to membership policies approved by the Board of Directors.

Section 4. Membership Representation. Any corporate or institutional member of the Institute may appoint and certify to the Secretary of the Institute an individual who shall be its regular representative at all meetings of members of the Institute, and who may represent, vote and act for said member at such meetings and in actions taken without a meeting; provided, that any member may appoint and certify to the Secretary another individual to be its alternate representative empowered to vote and act for said member in the absence of its regular representative.

Section 5. Membership Certificates. Membership in the Institute may be evidenced by a membership certificate in such form as shall be approved by the Board of Directors, but such certificate shall be nontransferable, which fact shall be noted conspicuously on its face.

Section 6. Resignation. Any member may resign from membership in the Institute by giving written notice to that effect to the Secretary. A resignation shall be effective at the time specified in the notice, or if no such time is specified, then the resignation shall be effective upon acceptance by the Board. Resignation or acceptance of resignation shall not affect a member's liability for any

unpaid obligations to the Institute, including but not limited to membership dues, existing at the time of its resignation.

Section 7. Termination of Interest. Except as otherwise provided by law, the Articles of Incorporation, or any policy of the Institute approved by the Board of Directors, any member whose membership in the Institute shall have terminated by resignation, suspension or other cause shall forfeit thereby all interest in any and all funds, property, assets, rights and interests belonging to the Institute.

Article III MEMBERSHIP PAYMENTS BY MEMBERS

Section 1. Payments. The Board of Directors shall, from time to time, establish the pricing methodologies and policies governing the payments, if any, which shall be made by members to the Institute for membership in the Institute and the period or periods to which such payments shall pertain. The amounts of such payments for members of Class I, Class II and Class III may be set by the Institute to reflect the extent, timing, and continuity of the member's funding of the Institute or the Institute's programs and may be set as a fixed dollar amount or determined by a formula based upon such scales, proportions, indices and other bases for payment, including, but not limited to the quantity or value of electric power produced, transmitted, distributed or sold; the capacity of electric facilities installed, owned, or used; the revenues earned; or any combination thereof, as may be appropriate pursuant to the pricing methodologies and policies established by the Board, provided, however, that such payments shall be applied in a fair and nondiscriminatory manner to all members similarly situated, regardless of class. The Board may, in its discretion, grant exemption to these requirements.

Section 2. Manner of Payment. All payments shall be made to the Treasurer of the Institute in such installments, at such intervals and times and in accordance with such terms of collection as shall be fixed from time to time by the Board of Directors.

Article IV ANNUAL MEETING OF MEMBERS

Section 1. Place. The annual meeting of members for the election of directors shall be held at the principal office of the Institute or at such other place within or without the District of Columbia as may be fixed by the Board of Directors.

Section 2. Time. The annual meeting of members shall be held in each and every year at such time as may be fixed by the Board of Directors but, if not so fixed, on the first day of June, if not a legal holiday, and, if a legal holiday, then on the next business day following at ten a.m., at which they shall elect a Board of Directors in accordance with these bylaws, and transact such other business as may properly be brought before the meeting.

Section 3. Notice. Written notice of the annual meeting, stating the place, date and hour of the meeting, shall be given to each member entitled to vote thereat not less than ten nor more than fifty days before the date of the meeting, as provided in Article XI hereof.

Article V
SPECIAL MEETINGS OF MEMBERS

Section 1. Time and Place. Special meetings of members may be held at such time and place within and without the District of Columbia as shall be stated in the notice of the meeting.

Section 2. Calling of Meeting. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Board of Directors, the Chairman, or the President, or by members entitled to cast twenty percent of the total number of votes entitled to be cast at such meeting.

Section 3. Notices. Written notice of a special meeting, stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chairman, the President, or the Secretary. The notice shall also state by whom the meeting is called.

Article VI
QUORUM AND VOTING OF MEMBERS; SELECTION OF DIRECTORS

Section 1. Quorum. At any meeting of members the presence, in person or by proxy, of members entitled to cast one-third of the total number of votes entitled to be cast shall constitute a quorum for the transaction of business except as otherwise provided by law or by the Articles of Incorporation or these bylaws. If, however, a quorum shall not be present at any meeting of the members, the members present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as originally called.

Section 2. Special Quorum for Election of Directors. At any meeting of members at which directors of the Institute are to be elected by members of a membership class, voting as a membership class, the presence in person or by proxy, of members entitled to cast on a per capita basis one-fifth of the total number of votes entitled to be cast by such class at a meeting, in person or by proxy, shall constitute a quorum at such meeting of members of such class for the purpose of electing directors by such class.

Section 3. Voting by Members. Only members in good standing of voting classes shall be entitled to vote, as hereinafter set forth. The Board of Directors may establish, as a qualification for voting by any member, a reasonable funding guideline applicable to all voting membership classes on a non-discriminatory basis. On all matters other than the election of directors at any meeting of members each member of such voting class shall be entitled to one vote in person or by proxy for each one thousand dollars, or major fraction thereof, which each such member shall have contributed to the Institute by way of payment for the preceding fiscal year. In all elections of directors, each member of each voting class shall be entitled to one vote. Whenever any corporate

action, other than the election of directors, is to be taken by a vote of the members, it shall, except as otherwise required by law or the Articles of Incorporation or these bylaws, be authorized by a majority of votes of members cast in person or by proxy at a meeting of the members at which a quorum is present. At least five days in advance of any meeting of members the Treasurer of the Institute shall deliver to the Chairman a report certified by the Treasurer and the Secretary of the Institute containing a list of members entitled to vote at the meeting, the dollar amount of all payments by each member for the preceding fiscal year and the number of votes to which each member is entitled in voting upon matters other than the election of directors.

Section 4. Selection of Directors. The voting members shall elect, by a plurality of the votes cast in each membership class, the directors of the Institute, except for such directors who either shall serve by virtue of their offices or who shall be otherwise designated as hereinafter set forth. Of the thirty-three directors:

(a) representing Class I members, one shall be the Administrator of Bonneville Power Administration or his designee, one shall be the designee of the Board of Directors of Tennessee Valley Authority; and seven others shall be elected by Class I members, voting as a membership class;

(b) fifteen shall be elected by Class II members, voting as a membership class;

(c) three shall be elected by Class III members, voting as a membership class; and

(d) six shall be external directors to serve at-large, designated by the Advisory Council pursuant to such procedures as are approved by the Board of Directors, except that in April 2005, when the number of external directors is increased from four to six, the two new directors shall be designated by the Board of Directors.

In the event that there shall be no members within a voting membership class or such class fails to qualify for voting rights pursuant to Section 3 of this Article VI, no directors shall be elected by such class and the number of directors shall be accordingly reduced while such condition exists.

If at any time there shall be a vacancy in any office of director to be elected by a membership class, such class shall, at the next succeeding meeting of members at which directors are to be elected, elect a director to fill such vacancy for the unexpired term. The Board of Directors may, by a majority vote of the remaining directors though less than a quorum, fill such vacancy by interim appointment of a director to serve until such meeting choosing as such director, as far as practicable, an individual who is affiliated with the class which has the right to fill such vacancy and fill any other vacancy by interim appointment of a director to serve until the next succeeding annual meeting of directors.

Section 5. Procedures for Nomination and Designation of Directors. All nominations for directors to be elected and all other designations of directors to the Board of Directors of the Institute shall be made in accordance with these bylaws.

(a) At least one hundred days in advance of each meeting of the members at which directors are to be elected, the Governance and Nominating Committee, in consultation with the Chairman of the Board and the President of the Institute, shall submit to the Corporate Secretary one or more nominees for each directorship to be filled

by a membership class. With respect to directors elected by the Class I members, the Governance and Nominating Committee shall conduct the nominations process for vacancies such that three (3) Class I directors are nominated from the membership of the American Public Power Association (“APPA”); three (3) directors are nominated from the membership of the National Rural Electric Cooperative Association (“NRECA”); and one (1) is nominated to represent those entities described in Subsection 2(a)(4) of Article II of these Bylaws. All directors elected by the members of Class II will be nominated from the membership of Edison Electric Institute (“EEI”). The Governance and Nominating Committee will solicit recommendations from APPA and NRECA before submitting the final slate of nominees for election by Class I members as well as solicit recommendations from EEI before submitting the final slate of nominees for election by Class II members. Nominations for the directors to be elected by a single membership class may also be made upon the petition or request of at least twenty percent of the members of such class, such petition or request to be submitted in writing to the Chairman bearing the authorized signatures of such members at any time before the meeting at which such election is to be held.

(b) Except with respect to any currently serving director, pursuant to Section 4(a) of this Article VI, Bonneville Power Administration and the Board of Directors of Tennessee Valley Authority shall each provide written notice of its respective designee as director to the Secretary, no less than twenty days in advance of the first such meeting of the Board of Directors which such director will attend.

(c) Pursuant to Section 4(d) of this Article VI, the Advisory Council shall provide written notice of its designees as directors to the Secretary, no less than twenty days in advance of the meeting at which each such director’s initial term, or any extension thereof, shall begin.

Section 6. Inspectors of Elections. The Board of Directors in advance of any members' meeting may appoint one or more Inspectors to act at the meeting or any adjournment thereof. If Inspectors are not so appointed, the person presiding at a members' meeting may, and, on the request of any member entitled to vote thereat shall, appoint one or more Inspectors. In case any person appointed as Inspector fails to appear or to act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each Inspector, before entering upon the discharge of his duties, shall give his oath faithfully to execute the duties of Inspector at such meeting with strict impartiality and according to the best of his ability.

Article VII DIRECTORS

Section 1. Management. The affairs and activities of the Institute shall be managed by its Board of Directors, which may exercise all such powers of the Institute and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the members.

Section 2. Number and Composition. Subject to the provisions of Section 4 of Article VI, the number of directors shall be thirty-three who shall be

selected as provided in these bylaws. No individual currently serving on the Advisory Council shall serve concurrently on the Board of Directors.

Section 3. Election. Except as otherwise provided in the Articles of Incorporation and these bylaws, the directors shall be elected at the annual meeting of the Institute.

Section 4. Nomenclature and Groups of Directors. A director may be distinguished from other directors by denoting the year in which his term of office expires and the membership class which he represents, if applicable. To the extent practicable, the Board of Directors shall be divided into four groups of directors, to the end that the terms of not more than eight of the directors shall expire each year.

Section 5. Term of Office. Any director holding office shall continue in office until his successor has been elected and qualified. A director elected at the annual meeting, or selected as otherwise provided in these bylaws, to replace a director whose term expires shall serve for a term of not more than four years and shall serve until his successor shall have been elected and qualified. Persons shall not be eligible to serve for a second term on the Board of Directors until the expiration of one year after the expiration of their respective terms of office. In applying this disqualification, however, any service for a shorter term than four years shall be disregarded. Furthermore, in any case where it deems the interest of the Institute to be best served, the Board may, in its discretion, either extend the term of a director for one (1) year, or grant exemption from such disqualification and permit a director to stand for election by the Membership to a full four (4) year term.

Section 6. Director's Compensation. To the extent permitted by law and the Articles of Incorporation, the members of the Board of Directors, or any group thereof, may receive reasonable compensation for their services as directors of the Institute and may be reimbursed for their expenses of attending meetings of the Board of Directors, pursuant to such policy as may be established by the Board of Directors.

Section 7. Reports. The Board of Directors shall present at or immediately after the annual meeting of members a report, certified by an independent public or certified public accountant of national reputation, showing in appropriate detail the following:

(a) The assets and liabilities of the Institute as of the end of a twelve month fiscal year terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities during the fiscal year immediately preceding the date of the report.

(c) The revenue or receipts of the Institute, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report.

(d) The expenses or disbursements of the Institute for both general and restricted purposes during the fiscal year immediately preceding the date of the report.

(e) The number of members of the Institute as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found.

The annual report of directors shall be filed with the records of the Institute and posted to the Institute's website so that it is available to all members and to the interested public.

In addition to making an annual report the Board of Directors, so far as it deems reasonably practicable, shall arrange, through other report by it or its officers or by other suitable means, to keep the members advised of significant developments and progress in the research and development programs of the Institute.

Section 8. Attendance. The Board of Directors directly or through the Governance and Nominating Committee may establish and enforce such reasonable requirements governing conduct of directors, including but not limited to, conflict of interest policies and provisions for removal of a director for failure to attend meetings of the Board of Directors, or for other cause, as the Board deems appropriate.

Article VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Meetings of the Board of Directors, annual, regular or special, may be held either within or without the District of Columbia.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held on the same day and in the same place as the annual meeting of members or at such other time and place as shall be fixed by resolution of the Board of Directors and no notice of such meeting shall be necessary in order legally to constitute the meeting provided a quorum shall be present.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or President on not less than ten days' notice to each director, given by first class mail or not less than two days' notice given personally or by electronic transmission, telegram or telephone or by the Secretary in like manner and on like notice at the written request of six directors.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice, either prior thereto or at the commencement of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except that amending or repealing a bylaw or adopting a new bylaw must be so specified.

Section 6. Quorum and Voting. One-third of the directors composing the entire Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, by the Articles of Incorporation or by these bylaws. If a quorum shall not be present at any meeting of directors, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken at a meeting held by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to communicate with one another and such participation shall constitute presence in person at such meeting. In addition, any such action may also be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote. Such consent shall have the same force and effect as a unanimous vote.

Article IX COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the entire Board, shall designate from its own membership, the Committees described in Sections 1 through 4 below, and may do so as it deems fit for any Special Committee as set forth in Section 5 below. The Board shall delegate such authority and responsibility as the Board deems advisable, which delegations shall be memorialized in charters for each Committee, adopted by the Board and amended from time to time as the Board deems necessary. Each Committee may make its own rules of procedure. Each Committee shall keep regular minutes of its meetings and will report the same to the Board when required. One – third of the number of members of a Committee authorized by the Board shall constitute a quorum for the transaction of business by a Committee.

Section 1. Executive Committee. The Executive Committee, elected annually by the Board, shall be composed of up to eight directors, who shall include the Chairman and Vice Chairman of the Board, the Chair of each of the Audit, Compensation and Leadership Development, and Governance and Nominating Committees, and up to three additional directors. The Executive Committee must include representation by Class I, II and external directors. A representative of Class III shall be included when and if feasible.

The Executive Committee may exercise all the powers of the Board of Directors between meetings of the Board except:

- (a) The submission to members of any action requiring members' approval;
- (b) The filling of vacancies in the Board of Directors or in the Executive Committee thereof;
- (c) The amendment or repeal of the bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

and as otherwise required by law or by resolution of the Board of Directors. The Chairman shall preside at meetings of the Executive Committee. Vacancies in the membership of the Committee shall be filled by the Board of Directors.

Section 2. Audit Committee. The Audit Committee shall consist of up to twelve (12) directors, elected annually by the Board. At least two members of the Audit Committee shall be external directors. The Audit Committee is charged by the

Board to operate in accordance with its Charter, as adopted by the Board of Directors and as may be amended from time to time.

Section 3. Compensation and Leadership Development Committee. The Compensation and Leadership Development Committee shall consist of up to twelve (12) directors, elected annually by the Board, and including to the extent practicable representatives from Class I, II and III and one or more external directors. The Compensation and Leadership Development Committee is charged by the Board to operate in accordance with its Charter, as adopted by the Board of Directors and as may be amended from time to time.

Section 4. Governance and Nominating Committee. The Governance and Nominating Committee shall consist of up to twelve (12) directors, elected annually by the Board, and, unless unforeseen circumstances make it not practicable, shall include representatives from Class I, including a representative from each of the APPA membership and the NRECA membership; Class II; Class III; and one or more external directors. The Governance and Nominating Committee is charged by the Board to operate in accordance with its Charter, as adopted by the Board of Directors and as may be amended from time to time.

Section 5. Special Committees. The Board of Directors may create one or more special committees of the Board as may be deemed desirable, but such committees shall have only the power specifically delegated to them by the Board of Directors. The members of any special committees shall be appointed by the Board or by the Chairman.

Article X

OTHER COMMITTEES OR COUNCILS

Section 1. Advisory Council. The Board of Directors shall appoint an advisory council of not more than thirty persons who, so far as practicable, shall be broadly representative of the public interest in the programs of the Institute. The members appointed to such council may include, for example, such persons as representatives of electric power consumer organizations, environmental and conservation organizations, the scientific and academic communities, state regulatory commissions, federal agencies, research organizations, and manufacturers of electric utility equipment. The National Association of Regulatory Utility Commissioners shall have up to ten of its members appointed to the council. No full-time employee of an electric utility or of any other organization that is a member of the Institute and no individual serving on the Board of Directors shall be a member of the council except that the Chairman of the Board of Directors of the Institute shall be, ex officio, a member of the council. The initial term of any appointed member of the council shall not exceed four years. At its discretion, the Board of Directors may reappoint or extend the term of any such member for an additional term which also shall not exceed four years. The council shall meet at least once each year and at such other times as the council may provide or on call of the chairman of the council or on request of any ten or more members. The council shall elect annually one of its members as chairman. Except with respect to the designation by the council of external directors to serve on the Board of Directors, as provided in Article VI, Sections 4(d) and 5(c) of these bylaws, the council shall act solely in a consultative relationship to

the Board through the exchange of information and advice concerning the programs of the Institute.

Section 2. Additional Committees. The Board of Directors may appoint, or provide for the appointment of, such technical committees as it may deem necessary or advisable to assist in the research and development programs. It may also from time to time create additional committees for such purposes as it may determine. The Board of Directors may appoint, or provide for the appointment of, the members of such committees who may include, but need not be limited to, representatives of members of the Institute and who may be appointed to such committees by virtue of their office or former office in the Institute or other entity, public or private.

Article XI NOTICES

Section 1. Notice to Members and Directors. Whenever, by law or the Articles of Incorporation or these bylaws, notice is required to be given to any director or member, such notice may be given in writing personally or by first class mail, addressed to such director or member, at his address as it appears on the records of the Institute, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram, electronic transmission or by telephone.

Section 2. Waiver of Notice. Whenever any notice of a meeting is required by law or the Articles of Incorporation or these bylaws to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the meeting, shall be deemed equivalent to the giving of such notice.

Article XII OFFICERS

Section 1. Election. The Board of Directors, at each of its annual meetings, shall elect for a term expiring at the next succeeding annual meeting of directors, a Chairman (who shall be selected from the membership of the Board of Directors), one or more Vice Chairmen (one of whom shall also be a director), a President, one or more Vice Presidents, a Treasurer, and a Secretary, who may, but need not, be employees of the Institute. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 2. Additional Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Compensation. Each officer selected from among the membership of the Board of Directors shall serve without compensation as an officer of the Institute provided, however, that compensation of such individual for service as a director of the Institute shall be governed by Article VII, Section 6 of these bylaws. The salaries of all other officers shall be fixed by the Board of Directors.

Section 4. Removal and Vacancies. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the Board of Directors. Any vacancy occurring in any office of the Institute may be filled by the Board of Directors.

Section 5. The Chairman. The Chairman shall preside at all meetings of the Institute and perform such other duties and have such other powers as may be provided for by the Board of Directors or these bylaws.

Section 6. The Vice Chairman. The Vice Chairman who is also a director, in the absence or disability of the Chairman, shall perform the duties and exercise the powers of the Chairman. Each Vice Chairman shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. The President. The President, subject to such limitations as may be imposed by the Board of Directors, shall exercise supervision and control of the activities of the Institute, shall have supervision over the employees including their employment and discharge, shall have full authority, except as otherwise provided by law, these bylaws or otherwise by the Board of Directors, to delegate to other officers such powers and authority as are upon him conferred by law, these bylaws or otherwise by the Board of Directors and shall have such other duties as the Board of Directors shall from time to time prescribe. The President shall execute bonds, mortgages and other contracts requiring a seal under the seal of the Institute, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Institute.

Section 8. The Vice President. The Vice President or, if there be more than one, the Vice Presidents, in the order determined by the Board of Directors or, if not so determined, the President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors, the Chairman, the Vice Chairman or the President may from time to time prescribe.

Section 9. The Secretary and Assistant Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the Institute and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give or cause to be given notice of all meetings of the members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors, the Chairman or President, under whose supervision he shall be. He shall have custody of the corporate seal of the Institute and he, and any Assistant Secretary, shall have authority to affix the same to any instrument requiring it and, when so affixed it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Institute and to attest the affixing by his signature. The Assistant Secretary or, if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, or if not so determined, the President, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

Section 10. The Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall serve as the Chief Financial Officer of the Corporation, and shall exercise such powers and perform such duties as are usually vested in the office of treasurer or chief financial officer of a corporation, and shall have such other powers and perform such duties as may be prescribed by the Board, the President or these Bylaws.

Section 11. Treasurer's Bond. If required by the Board of Directors, the Treasurer and the Assistant Treasurer or Assistant Treasurers shall give the Institute a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Institute, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Institute. The cost of such bond shall be borne by the Institute.

Section 12. The Assistant Treasurer. The Assistant Treasurer, or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors or, if not so determined, the President, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

Article XIII GENERAL PROVISIONS

Section 1. Banking and Investment. All checks or demands for money and notes, safe deposit or safe-keeping documents, savings certificates and all other banking and investment documents of the Institute shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Institute shall be fixed by resolution of the Board of Directors.

Article XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Actions Other Than by Institute. The Institute shall indemnify 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 or investigative (other than an action by or in the right of the Institute) by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Institute, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his 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 did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Institute, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Action by Institute. The Institute shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Institute to procure a judgment in its favor by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Institute, or is or was serving at the request of the Institute as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Institute except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Institute unless and only to the extent the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense of Action. To the extent that a director, officer, committee member, employee or agent of the Institute has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Required Determination Concerning Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Institute only as authorized in the specific case upon a determination that indemnification of the director, officer, committee member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment in Advance. To the extent permitted by law, expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Institute in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Institute as authorized in this Article.

Section 6. Nonexclusion of Other Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XV AMENDMENT OF BYLAWS

Section 1. Amendments. These bylaws may be amended or repealed or new bylaws may be adopted at any meeting of the Board only by the affirmative vote of a majority of the entire Board of Directors and, in accordance with Articles VIII and XI of these bylaws, upon notice or waiver of notice.