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**BYLAWS**

**OF**

**ALLIANCE FOR TRANSPORTATION ELECTRIFICATION (ATE)**

**A District of Columbia Nonprofit Corporation**

**Effective as of: March 9, 2018**

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**BYLAWS**  
**OF**  
**ALLIANCE FOR TRANSPORTATION ELECTRIFICATION**  
**A District of Columbia Nonprofit Corporation**

**Effective as of March 9, 2018**

**ARTICLE I**

**NAME**

**SECTION 1.01**     *Name.* The name of the corporation is the Alliance for Transportation Electrification (ATE), or the “Alliance”.

**ARTICLE II**

**PURPOSES OF THE ALLIANCE**

**SECTION 2.01**     *Purposes.* The Alliance has been organized to operate exclusively for the purposes set forth in the Alliance’s Articles of Incorporation, and the Final Guiding Principles on transportation electrification that each Member has reviewed and agreed to follow its guidance as it carries out activities and programs in the various States.

**ARTICLE III**

**OFFICES AND REGISTERED AGENT**

**SECTION 3.01**     *Offices.* The principal office of the Alliance shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Alliance may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate.

**SECTION 3.02**     *Registered Agent.* The Alliance shall continuously maintain a registered agent for the District of Columbia. The Board of Directors may change the registered agent from time to time.

## ARTICLE IV

### MEMBERS

**SECTION 4.01** *Eligibility for Membership.* The Alliance shall have members (each, a “Member” and collectively, the “Members”), and the Members shall have such rights as are set forth in Title 29, Chapter 4 of the District of Columbia Code (the “Nonprofit Code”), the Articles of Incorporation or these Bylaws. Application for membership shall be open to anyone that supports the purposes of the Alliance, as set forth in Article II. The Board of Directors shall enact, from time to time, procedures for the admission of Members together with setting any admission fee for membership.

**SECTION 4.02** *Classes of Membership.* The Alliance has established the following classes of membership: (a) Gold, (b) Silver, (c) Bronze and (d) EVSE.

(a) Gold Members are expected to represent the following sectors: utility corporations, electric vehicle infrastructure corporations, automotive and other for-profit industrial and technology sectors. It is expected that Gold Members will be assessed dues that reflect the size of the company, the size of its commitment to the Alliance and the Member’s participation in the leadership of the Alliance.

(b) Silver Members are expected to represent similar sectors as Gold Members, but at a lower dues rate.

(c) Bronze Members are expected to represent similar sectors as Gold and Silver members, but will commit to pay a lower dues rate than both Gold or Silver Members.

(d) EVSE Members represent the EV supply equipment companies, and are generally smaller in size and scope. . Due to their nature as early-stage companies with financial constraints, EVSE Members are expected to pay a reduced dues rate reflective of their financial position but may still be active in the leadership of the Alliance.

**SECTION 4.03** *Membership Dues.* The Board of Directors shall from time to time determine the dues and fees to be assessed for Members and the method of collection. Each Member must pay timely in accordance with the dues established by the Board of Directors. If a Member fails to pay any required dues or fees when due, then such Member’s membership may be terminated at any time thereafter by the Board of Directors, in its sole discretion. In addition, the membership of any Member who is in default in the payment of any dues shall be suspended immediately upon notice from the Alliance of such default, and such Member shall have no voting, notice or other rights as a Member of the Alliance for so long as such default continues. The existence of a default in the payment of any dues or fees may be determined by the Board of Directors, the Chairperson or any other officer of the Alliance authorized by any of the foregoing, but only the Board of Directors may terminate a Member’s membership. The failure of the Board of Directors to terminate a Member’s membership following a default in the payment of any dues or fees shall in no event be construed as a waiver of the provisions of this Section 4.03 and shall not affect the right of the Board of Directors to later terminate such

Member's membership for such default or to terminate such Member's any other Member's membership for similar defaults.

**SECTION 4.04** *Termination of Membership.* Membership may be terminated by the Board of Directors in accordance with the rules of Member conduct adopted by the Board of Directors. Subject to Section 4.03 of these Bylaws, the procedures for terminating a Member adopted by the Board of Directors in the rules of Member conduct shall require due process, including prior notice to the Member of the proposed termination and an opportunity to be heard by the persons responsible for voting on such termination.

**SECTION 4.05** *Resignation of Membership.* Any Member may resign at any time by giving notice (which may be written or oral) to the Executive Director, the Chairperson or the Secretary. Such resignation shall take effect at the later of the time specified in the notice or the date the notice is delivered or communicated. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective. The resignation of Member shall not relieve the Member from any obligations incurred or commitments made prior to the resignation, including any obligation to pay dues, assessments or other charges accrued and unpaid at the time of resignation.

**SECTION 4.06** *Rights of Members.* Each Member shall be eligible to cast one (1) vote on those matters that require the approval of the Members, regardless of class.

**SECTION 4.07** *Non-Voting Membership.* The Board of Directors shall have the authority to establish and define non-voting categories of membership.

## ARTICLE V

### MEETINGS OF MEMBERS

**SECTION 5.01** *Annual Meetings.* An annual meeting of the Members shall be held at least annually at such time and place (which need not be in the District of Columbia) as shall be fixed by the Chairperson. At the annual meeting, the Members shall elect directors and transact such other business as may properly come before the meeting and receive reports on the activities of the Alliance and the direction of the Alliance for the coming year. Failure to hold the annual meeting does not invalidate the Alliance's existence or affect any otherwise valid corporate acts.

**SECTION 5.02** *Special Meetings.* Except as otherwise required by the Nonprofit Code or the Articles of Incorporation, special meetings of Members may be called by the Chairperson and shall be called by the Secretary upon request by the Board of Directors, a committee of the Board of Directors that has been duly designated by the Board of Directors and whose powers and authority include the power to call such meetings or at least a majority of the Members entitled to vote on an issue proposed to be considered at the special meeting. Any such request by the Members must be in writing and signed by the requesting Members and must state the purpose or purposes of the proposed meeting and the matters proposed to be acted upon at such meeting. Business transacted at a special meeting shall be limited to the purpose or purposes described in the notice of the meeting. Nothing in these Bylaws shall prohibit the

Board of Directors from submitting matters to the Members at any special meeting requested by the Members. The Chairperson shall designate the specific date, time and location (which need not be in the District of Columbia) of a special meeting. Once the Members have called a special meeting, the demand for the special meeting cannot be revoked.

**SECTION 5.03**      *Notice of Meetings.* The Alliance shall give notice to the Members entitled to vote of the date, time and place of each annual or special meeting of the Members. Unless otherwise required by the Nonprofit Code, any required notice of a meeting shall be given not less than ten (10) days and not more than sixty (60) days prior to the date of such meeting. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called. Any meeting of the Members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**SECTION 5.04**      *Quorum.* Unless a greater proportion is required by the Nonprofit Code or by the Articles of Incorporation, at all meetings of the Members, at least a majority of the Members entitled to vote shall constitute a quorum for the transaction of any business, whether they be in person or represented by proxy. If a quorum shall not be present at any meeting of the Members, the Members present thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present.

**SECTION 5.05**      *Conduct of Meeting.*

(a) The Chairperson shall preside at each meeting of Members, or, in the absence of the Chairperson, a presiding officer shall be chosen by the Members present and entitled to vote at such meeting. The Secretary of the Alliance shall act as secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer at such meeting may appoint any person to act as secretary of the meeting. The Chairperson shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chairperson shall announce at the meeting when the polls close for each matter voted upon by the Members. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a Member's vote may be accepted. Each Member may vote in person or by a proxy approved in advance, and is entitled to one vote.

(b) A proxy must be in a form that satisfies the requirements of the Nonprofit Code. A proxy shall be valid for the period specified in the proxy form, but if no period is specified, the proxy shall be valid for a period of eleven (11) months from the date it is signed. In no event may a proxy be valid for a period longer than thirty-six (36) months.

(c) After fixing a record date for a meeting, the Alliance shall prepare a list of the names of all its Members that are entitled to notice of the meeting, in accordance with the Nonprofit Code. The list of Members must be available for inspection in accordance with the Nonprofit Code. A Member is entitled to copy the list during regular business hours and at the Member's expense during the period such list is available for inspection.

(d) A meeting of the Members may be conducted, in whole or in part, by electronic transmission (including teleconferencing) by or to the Alliance or by electronic video screen communication, as long as Members have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members entitled to vote. Such electronic meetings shall insure that Members have an opportunity to read or to hear the proceedings of the meeting substantially concurrently with the proceedings, including proposals or objections to any action to be taken, pose questions, and make comments. If any votes or other actions are taken at the meeting by means of electronic transmission to the Alliance, a record of that vote or action shall be maintained by the Alliance. No special notices shall be needed to conduct an electronic meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 5.06** *Voting.* Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation or these Bylaws, all issues to be voted on, other than the election of directors, shall be decided by a simple majority of those present in person or represented by proxy at the meeting in which the vote takes place. There shall be no cumulative voting.

**SECTION 5.07** *Action by Ballot.* Except as otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if the Alliance delivers a ballot to each Member that (a) sets forth each proposed action, (b) provides an opportunity to vote for, or withhold a vote for, each candidate for election as a director, if applicable, and (c) provides an opportunity to vote for or against each other proposed action. Approval by ballot of any action other than election of directors shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Directors may be elected by a plurality of votes cast by ballot; provided, however, that the election of directors by ballot shall be valid only when the number of votes cast (including votes withheld) by ballot equals or exceeds the quorum required to be present at a meeting for the election of a directors. All solicitations for votes by ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors and specify the time by which a ballot must be received by the Alliance in order to be counted. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a ballot shall not be revoked.

**SECTION 5.08** *Record Date.*

(a) Meetings of Members. In order that the Alliance may determine the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty-five (65) days before the date of such meeting; provided that the record date for a special meeting called by at least twenty-five percent (25%) of the Members entitled to vote on an issue proposed to be considered at such meeting shall be the date the first Member signs petition. If no record date is fixed by the Board of Directors, the record date for determining the Members entitled to notice of or to vote at a meeting of the Members shall be at the close of business on the day immediately preceding the day on which

notice is given, or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. A determination of Members entitled to notice of or to vote at a meeting of the Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) Action by Ballot. In order that the Alliance may determine the Members entitled to receive a ballot or to vote on a corporate action without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than more than sixty-five (65) days before the action requiring a determination of the Members. If no record date has been fixed by the Board of Directors, the record date for determining the Members entitled to receive a ballot or to vote on a corporate action without a meeting shall be at the close of business on the day immediately preceding the day on which the ballot is first sent to Members.

## ARTICLE VI

### BOARD OF DIRECTORS

**SECTION 6.01** *Function of Directors.* The business and affairs of the Alliance shall be managed under the direction of its Board of Directors, which shall determine matters of policy in accordance with the provisions of the Nonprofit Code, the Articles of Incorporation and these Bylaws. The Board of Directors may delegate the management of the activities of the Alliance to any person or persons, management company or committee however composed, provided the Alliance's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

**SECTION 6.02** *Number of Directors; Qualifications.* The Board of Directors shall consist of not less than three (3) or more than fifteen (15) members. The maximum number of directors may be changed by an amendment to these Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 6.04. Directors need not be residents of the District of Columbia. The Board of Directors, by resolution, may fix other qualifications for serving on the Board of Directors.

**SECTION 6.03** *Election and Tenure of Directors.* The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 2019 annual meeting; the term of the initial Class II directors shall terminate on the date of the 2020 annual meeting; and the term of the initial Class III directors shall terminate on the date of the 2021 annual meeting. At each succeeding annual meeting beginning in 2019, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term

that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. Except as otherwise provided by Section 6.05 of these Bylaws, directors shall be elected or re-elected by the Members entitled to vote at the annual meeting. Directors will be elected by a plurality vote of the Members present in person or represented by proxy at the annual meeting. Directors may be re-elected for one additional term. Moreover, directors may be re-elected by the Members for additional terms thereafter if such additional terms are approved by the affirmative vote of a majority of the entire Board of Directors. A committee of the Board of Directors shall be responsible for nominating a slate of prospective board members representing the Alliance's broad membership, and presenting them to the Membership at the annual meeting. In addition, any Member can nominate a candidate to the slate of nominees during the annual meeting. If a director's term expires and a successor has not been elected, such director shall continue to serve until a successor is elected or the number of directors is reduced.

**SECTION 6.04**      *Removal or Resignation of Director.*

(a)      The Members may remove any director for cause, at the annual or special meeting of the Members, by the affirmative vote of three-quarters (3/4) of the Members. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director. Situations which constitute cause shall include but not be limited to when a director: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a director; or (4) has missed three (3) or more meetings in any twelve month period without being excused.

(b)      The Board of Directors, by the affirmative vote of a majority of the Board of Directors then in office, may remove a director who: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a director; or (4) has missed three (3) or more meetings in any twelve month period without being excused.

(c)      A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

**SECTION 6.05**      *Vacancy on the Board of Directors.* A majority of the remaining directors, whether or not sufficient to constitute a quorum, at any time may fill a vacancy on the Board of Directors that results from any cause. A director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the Members. At the next annual meeting, the Members shall elect an individual to fill the unexpired term of the director whose resignation or removal created the vacancy on the Board of Directors.

**SECTION 6.06**      *Annual and Regular Meetings.* The Board of Directors shall hold an annual meeting for the election of officers and the transaction of such other business as may properly come before the meeting. The annual meeting of the Board of Directors shall be held at such place and at such time as determined by the Board of Directors. The Board of Directors

may hold other regular meetings at such times as are fixed by the Board of Directors. Unless the Nonprofit Code, the Articles of Incorporation, or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting or any other regular meeting of the Board of Directors does not invalidate the Alliance's existence or affect any otherwise valid corporate acts.

**SECTION 6.07**      *Special Meetings.* Special meetings of the Board of Directors may be held at any time and (i) may be called by the Chairperson and (ii) shall be called by the Secretary upon the request of any two (2) directors. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a special meeting is the removal of a director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

**SECTION 6.08**      *Notice of Meeting.* The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors at least forty-eight (48) hours before the time of the meeting. The notice shall state the time and place of the meeting. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**SECTION 6.09**      *Action by Directors.* Unless the Nonprofit Code, the Articles of Incorporation, or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

**SECTION 6.10**      *Action by Written Consent.* Except as otherwise provided by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing, including by electronic transmission, and describe in the same writing the action or decision taken or made. Actions by written consent shall be filed with the minutes of proceedings of the Board of Directors.

**SECTION 6.11**      *Meeting by Conference Telephone.* Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence in person at a meeting.

**SECTION 6.12**      *Compensation.* The Alliance shall not pay any compensation to any director for services rendered to the Alliance as a director, except that director may be reimbursed for expenses incurred in the performance of his or her duties to the Alliance, in reasonable amounts as approved by a majority of the entire Board of Directors. A director who

serves the Alliance in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

**SECTION 6.13** *Entire Board of Directors.* As used in these Bylaws generally, the term “entire Board of Directors” means the total number of directors that the Alliance would have if there were no vacancies.

## ARTICLE VII

### COMMITTEES

**SECTION 7.01** *Committees of the Board of Directors.*

(a) The standing committees of the Board of Directors shall include, but shall not be limited to, an Audit Committee and a Nominating Committee. The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more other standing committees. Each standing committee shall be comprised of one or more directors. The Board of Directors may also appoint one or more special committees for such special tasks as circumstances warrant comprised of one or more directors. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. The Board of Directors may delegate to a standing or special committee any of the powers of the Board of Directors, except the power to [sX1](1) authorize distributions; (2) approve the dissolution, merger or reorganization of the Alliance; (3) approve or propose to Members any action that the Nonprofit Code, the Articles of Incorporation or these Bylaws require be approved by the Members; (4) fill vacancies on the Board of Directors or any of its committees (except a committee may appoint one or more directors as alternate members of any committee to replace any absent or disqualified member during the member’s absence or disqualification); or (5) adopt, amend or repeal these Bylaws.

(b) The Chairperson of the Board of Directors shall appoint the members and the chairperson of each committee, subject to the approval of a majority of the directors then in office. Each committee shall adopt rules of procedure for its business that are consistent with Section 6.08 of these Bylaws. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent that sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The Chairperson of the Board of Directors shall be an ex officio voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.11.

(c) Unless the Board of Directors determines otherwise when the committee is established, each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member’s successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed from such committee, with or without cause, by

a vote of a majority of the directors then in office, or (3) such member shall cease to be a director or otherwise resign from such committee.

**SECTION 7.02**      *Audit Committee.* The Audit Committee shall provide oversight of the Alliance's financial practices, internal controls, financial management and standards of fiscal conduct. The Audit Committee shall be responsible for (1) reviewing financial statements, (2) reporting to the Board of Directors that financial statements accurately reflect the Alliance's financial condition and (3) determining the adequacy of internal controls surrounding financial information systems. The Audit Committee shall meet with the outside auditor periodically as necessary to fulfill its fiduciary obligations or as directed by the Board of Directors. The Audit Committee shall report regularly to the Board of Directors.

**SECTION 7.03**      *Nominating Committee.* The Nominating Committee shall recruit and nominate qualified candidates for election as directors of the Alliance as provided in Section 6.03. In nominating a slate of prospective board members, the Nominating Committee shall confirm, with respect to each nomination, the willingness of the nominee to serve and such other information as the Nominating Committee deems appropriate, which may include time availability, qualifications and class of membership.

**SECTION 7.04**      *Advisory Council of the Board of Directors.*

(a)      The Board of Directors may appoint individuals who may or may not be directors of the Alliance to serve as an advisory council to the Board of Directors. The advisory councils shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority or functions to an advisory council. Each advisory council may adopt rules of procedure for its business that are consistent with Section 6.08 of these Bylaws and with the rules adopted by the Board of Directors.

(b)      The Chairperson shall appoint the members and the chairperson of each advisory council, subject to the approval of the Board of Directors. A majority of the members of an advisory council shall constitute a quorum for the transaction of business. The members of an advisory council may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 6.10.

(c)      Each member of an advisory council shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated; (2) such member be removed, with or without cause, by a vote of the Board of Directors; or (3) such member shall otherwise resign from such committee.

**SECTION 7.05**      *Compensation of Members of Committees.* The Alliance shall not pay any compensation to any member of a committee for services rendered to the Alliance as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Alliance, in reasonable amounts as approved by the Board of Directors. A member of a committee who serves the Alliance in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

## ARTICLE VIII

### OFFICERS

**SECTION 8.01** *Officers.* The Alliance shall have a Chairperson, Secretary and Treasurer. The Board of Directors also may from time to time elect one or more Vice Chairpersons, Assistant Secretaries, Assistant Treasurers and other officers and assistant officers. Any two (2) or more offices may be held by the same person, except the offices of Chairperson and Treasurer. The Chairperson and any Vice Chairperson of the Board of Directors shall be duly elected and qualified members of the Board of Directors. All other officers may, but need not be, members of the Board of Directors.

**SECTION 8.02** *Powers and Duties of Officers.* Subject to the control of the Board of Directors, all officers as between themselves and the Alliance shall have such authority and perform such duties in the management of the Alliance as provided by these Bylaws and, to the extent not inconsistent herewith, as further provided by the Board of Directors and as generally pertain to their respective offices.

(a) Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson shall be present; and, in general, shall perform all such duties as are assigned from time to time to the Chairperson by these Bylaws and the Board of Directors. In the absence of an Executive Director, as specified in Section 8.04, the Chair shall be the chief executive officer of the Alliance.

(b) Vice Chairperson. The Vice Chairperson, if there be one, shall preside at all meetings of the Board of Directors in the absence of the Chairperson. In general, the Vice Chairperson shall perform all duties incident to the office of a vice chairperson of a corporation and such other duties as are from time to time assigned to the Vice Chairperson by the Board of Directors.

(c) Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Alliance, and shall deposit, or cause to be deposited, in the name of the Alliance, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Chairperson and to the Board of Directors, whenever requested, an account of the financial condition of the Alliance. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Alliance. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

(e) Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chairperson, any Vice Chairperson, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer.

(f) Assistant Secretaries. Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chairperson, any Vice Chairperson, if there be one, or the Secretary, and in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

**SECTION 8.03** *Election and Tenure of Officers*. The Board of Directors shall elect the officers, who shall be elected for terms not to exceed two years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy that occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Alliance. The election of an officer shall not itself create contract rights.

**SECTION 8.04** *Executive Director*. In addition to the other officers of the Alliance specified in Section 8.02, the Board of Directors may appoint an Executive Director. The Executive Director shall be the chief executive officer of the Alliance and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board of Directors, (1) be responsible for general supervision of the business and affairs of the Alliance, (2) be responsible for providing leadership and direction to the Alliance and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors. The Executive Director, who shall serve at the will of the Board of Directors, shall be appointed by a majority of the directors of the Alliance then in office. The Executive Director may be removed, with or without cause, by a majority of the directors. The Executive Director shall report to the Board of Directors and between Board of Directors meetings to the Chairperson.

**SECTION 8.05** *Deputy Executive Director*. The Deputy Executive Director, if there be one, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors or the Executive Director.

## ARTICLE IX

### INDEMNIFICATION

**SECTION 9.01** *Statutory Mandatory Indemnification*. The Alliance shall indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party

because the officer or director is or was an officer or director of the Alliance against reasonable expenses incurred by the officer or director in connection with the proceeding.

**SECTION 9.02**      *Additional Indemnification.*

(a)      The Alliance shall also indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual: (1) acted in good faith; (2) reasonably believed: (A) in the case of conduct in an official capacity, that the conduct was in the best interests of the Alliance and (B) in all other cases, that the individual's conduct was at least not opposed to the best interests of the Alliance; (3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and (4) in the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.

(b)      The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section 9.02.

(c)      Unless ordered by a court of competent jurisdiction, the Alliance may not indemnify an officer or director if such indemnification is otherwise prohibited by law.

**SECTION 9.03**      *Advancement of Expenses.* The Alliance may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director if the individual delivers to the Alliance (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the Nonprofit Code and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Code.

**SECTION 9.04**      *Determination of Indemnification.*

(a)      The Alliance shall not indemnify an officer or director under Section 9.02 unless the Board of Directors determines, in accordance with Section 9.04(b), that indemnification of the individual is permissible because he or she has met the relevant standard of conduct in these Bylaws and the Nonprofit Code.

(b)      The determination shall be made:

(i)      If there are two or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or

(ii)     By special legal counsel:

A. Selected in the manner prescribed in paragraph (i); or

B. If there are fewer than two disinterested directors, selected by the Board of Directors, in which selection directors who do not qualify as disinterested directors may participate

(c) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved by (i) a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose, (ii) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (iii) if there are fewer than two disinterested directors, by the Board of Directors, in which case directors who do not qualify as disinterested directors may participate; provided that special legal counsel selected in the manner prescribed in Subsection (b)(ii), above, determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in these Bylaws and the Nonprofit Code; or (iv) by a court of competent jurisdiction:

**SECTION 9.05** *Selection of Counsel.* The Alliance shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Alliance waives such right, the Alliance shall not be required to indemnify any director or officer for expenses of counsel not selected by the Alliance.

**SECTION 9.06** *Insurance.* The Alliance may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Alliance, or who, while a director or officer of the Alliance, is or was serving at the Alliance's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity, whether for profit or not for profit, against any liability asserted against such person and incurred by such person in any such capacity or arising from the individual's status as a director or officer, whether or not the Alliance would have the power to indemnify such person against such liability under this Article IX.

**SECTION 9.07** *Limitations on Indemnification.* In no case shall the Alliance indemnify, reimburse or insure any person, or otherwise make any payment under this Article IX, if such payment would adversely affect the Alliance's status as an organization described under Section 501(c)(6) of the Code.

**SECTION 9.08** *Definitions.* For purposes of this Article IX, the terms "disinterested director," "director" and "officer" shall have such meanings as provided in the Nonprofit Code.

**SECTION 9.09** *Not Exclusive Right.* The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Alliance or otherwise.

**SECTION 9.10** *Severability.* Every provision of this Article IX is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article IX.

**ARTICLE X**  
**COMPLIANCE**

**SECTION 10.01**     *Antitrust.* The Alliance desires its activities to conform to all international, U.S. federal and state antitrust laws and competition laws. The Board of Directors, the Chairperson, and the Executive Director shall consult legal counsel and seek legal review whenever necessary to ensure that the activities of the Alliance are conducted in conformance with such laws.

Each of the Members of the Alliance is committed to fostering competition in the development of new products and services, and the activities of the Alliance are intended to promote such competition. Each Member acknowledges that it may compete with other Members in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws or regulations. Without limiting the generality of the foregoing, Members that are competitors shall not discuss with one another issues relating to their non-public, commercially sensitive information, including but not limited to product and marketing costs, product pricing, contract terms and conditions, methods or channels of product distribution, customers or suppliers, or relating to any division of markets, territories or customers.

Each Member shall assume responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding activities and discussions of the Alliance or Members thereof in furtherance of the Alliance's purposes.

**SECTION 10.02**     *No Obligation to Endorse.* No Member shall, by reason of its membership or participation in the Alliance or otherwise, be obligated to license from the Alliance, use or endorse any technology developed or endorsed by the Alliance, or to conform any of its products to any architectures developed or adopted by the Alliance, nor shall any such Member be precluded from independently licensing, using or endorsing similar intellectual property, platform, software, specifications or documentation developed by it or by others. No provision of these Bylaws shall be interpreted to prevent any Member from using any technology or platform, or from engaging in other activities or business ventures, independently or with others, whether or not competitive with the activities contemplated herein or those of any Member.

**SECTION 10.03**     *Public Utility Regulations.* The success of the Alliance in promoting an agenda of facilitating the widespread development and deployment of open source electric vehicle charging technologies will depend largely on the perception of the organization as a neutral source of objective and credible information on the relevant subject matter. In this regard, full transparency with respect to business arrangements and relationships among Alliance participants is a key concern. Given that membership in the Alliance will be open to both regulated public utilities and their affiliates as well as technology and service providers to the utility sector, Members must take steps to assure that all of their commercial activities in any area related to electric vehicle charging infrastructure especially those opportunities arising from their participation in the Alliance comply with applicable federal and state rules governing regulated utility companies. These include the rules of the Federal Energy Regulatory

Commission (FERC) and state public utility commissions (PUCs) governing transactions between franchised utilities and their unregulated affiliates as well as third-party transactions that might indirectly be implicated by applicable FERC and state PUC rules. Members shall be expected to take all necessary steps to assure that their access to non-public information, business networking opportunities and interactions with public sector officials and thought leaders afforded by their Alliance membership do not create either the substance or appearance of transactions inconsistent with FERC and state PUC rules on affiliate abuse or cross-subsidization.

## ARTICLE XI

### MISCELLANEOUS

**SECTION 11.01** *Maintenance of Tax Exempt Status.* The Alliance shall not carry on any activities not permitted to be carried on: by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**SECTION 11.02** *Fiscal Year.* The fiscal year of the Alliance shall be the twelve calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

**SECTION 11.03** *Books and Records.* The Alliance shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of the Members, the Board of Directors and any committee when exercising any of the powers of the Board of Directors. The Alliance shall keep at its principal office a copy of (1) the Articles of Incorporation, (2) these Bylaws, (3) the current list of Members, (4) the minutes of all meetings of and records of all actions taken without a meeting by the Members, the Board of Directors and any committee when exercising any of the powers of the Board of Directors for the past three (3) years, (5) all written communications to Members generally within the past three (3) years, including financial statements furnished for the past three (3) years pursuant to the requirements of the Nonprofit Code, (6) a list of the names and business addresses of its current directors and officers and (7) its most recent annual report.

**SECTION 11.04** *Corporate Seal.* The Board of Directors shall provide a suitable seal, bearing the name of the Alliance, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Alliance is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Alliance.

**SECTION 11.05** *Notice.* Except as otherwise provided by law, whenever notice is required by law, the Articles of Incorporation or these Bylaws to be given to any Member, officer, director or member of a committee, such notice may be in oral or written form and need not be “in the form of a record” (as defined in the District of Columbia Code). Such notice may be communicated in person or by delivery, including by means of telephone, facsimile, telegram, cable or by means of electronic transmission, including, but not limited to, email. Notice in the

form of a record to a Member shall be effective upon deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed to the Member's address shown in the records of the Alliance, or when given if the notice is delivered in any other manner that the Member has authorized. Except as provided in the immediately preceding sentence, notice shall be effective at the earliest of the following: (a) when received, (b) when left at the recipient's residence or usual place of business, (c) five (5) days after its deposit in the United States mail or with a commercial delivery service, if the postage or delivery charge is paid and the notice is correctly addressed to the recipient at his or her address as it appears in the records of the Alliance or (d) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, or by commercial delivery service. Oral notice shall be effective when communicated, if communicated in a comprehensible manner.

**SECTION 11.06** *Waivers of Notice.* Any notice required by the Nonprofit Code, the Articles of Incorporation or these Bylaws to be given to any Member, officer, director or member of a committee may be waived by the person or persons entitled to said notice, whether before or after the time stated therein, by a signed written statement delivered to the Alliance and filed with the minutes or corporate records. Attendance of a Member at a meeting of the Members waives any objection to (a) lack of notice or defective notice of such meeting, unless such Member at the beginning of the meeting objects to the holding of or the transaction of any business at the meeting on the ground that the meeting has not been lawfully called or convened and (b) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the Member objects at the meeting to considering the matter. Attendance by a person at a meeting of the Board of Directors or any committee thereof shall constitute a waiver of any required notice of such meeting, unless such person at the beginning of the meeting objects to the holding of or the transaction of any business at the meeting on the ground that the meeting has not been lawfully called or convened and does not thereafter vote for or assent to any action taken at the meeting.

**SECTION 11.07** *Voting Upon Shares in Other Corporations.* The Chairperson, the Treasurer or Executive Director or a proxy appointed by any of them, may vote stock of other corporations or associations, registered in the name of the Alliance. The Board of Directors, however, may appoint by resolution some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 11.08** *Execution of Documents.* A person who holds more than one office in the Alliance may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 11.09** *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Alliance, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the either the Executive Director, the Treasurer or the Chairperson, or by the designees of either the Executive Director, the Treasurer or the Chairperson; provided,

however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

## **ARTICLE XII**

### **AMENDMENT**

These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, at an annual or special meeting of the Members by the affirmative vote of two-thirds (2/3) of the Members or at an annual, regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors; provided that notice of a meeting of the Members or of the Board of Directors at which an alteration, amendment or repeal of these Bylaws is to be considered shall be given to the Members or the Board of Directors, as applicable, shall state that the purpose, or one of the purposes, of the meeting is to consider an alteration, amendment or repeal of these Bylaws and be accompanied by a copy of the proposed alteration, amendment or repeal.

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