

BYLAWS OF NASEO INSTITUTE, INC.

ARTICLE I Organization

Section A. Name and Purpose. The name of this organization shall be NASEO Institute, Inc. (hereinafter "NI" or "Corporation"). The Corporation is a nonprofit corporation organized under the laws of the District of Columbia, and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section B. Principal Office. The Corporation may have offices, either within or without the District of Columbia, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section C. Registered Agent Office. The Corporation shall have and continuously maintain in the District of Columbia a registered agent office as required by the District of Columbia Non-Profit Corporation Act. The registered agent may be changed from time to time by the Board of Directors.

ARTICLE II Mission

The mission of the Corporation is to provide education, training, and outreach to State Energy Officials.

ARTICLE III No Members

The Corporation shall have no members as defined by the D.C. Corporations Code.

ARTICLE IV Board of Directors

Section A. General Powers. The Board of Directors of the Corporation shall supervise, manage and control all of the affairs, business activities, and policies of the Corporation.

Section B. Number, Tenure, and Qualifications. The Board of Directors shall consist of no less than three and no more than eleven members, no less than two-thirds of which shall be NASEO Members or former NASEO Members. Each year, The NI Board of Directors shall elect, by a majority vote, the individuals to serve on the Board of Directors for a two-year term. No Director may serve more than two consecutive terms, unless they are elected unanimously for subsequent terms.

Section C. Regular Meetings. A regular Annual Meeting of the Board of Directors shall be held with written notice to the Board of Directors of the Corporation. Such Annual Meeting may be held either within or without the District of Columbia as determined by the Board. It may be held on any date set pursuant to resolution of the Board of Directors provided at least ten (10) days prior notice of the date for the Annual Meeting is given to each Director. The Board of Directors may provide by resolution the time and place, either within or outside the District of Columbia for the holding of additional meetings of the Board. Notice of such additional meeting shall be given in accordance with Section E of this Article.

Section D. Executive Sessions. The Board of Directors may from time to time recess a meeting of the Board to conduct an executive session. A summary of the executive session shall be prepared by the Secretary/Treasurer or a designee and shall be retain in the office of the Corporation's legal counsel. At the conclusion of the executive session, the Board shall resume the proceedings of the meeting.

Section E. Chair, Vice Chair, Treasurer, and Secretary. The Chair, Vice Chair, Treasurer, and Secretary, shall be elected for a two-year term by a majority vote of the Board of Directors. The Treasurer of NASEO shall serve as Treasurer of the Corporation. These individuals shall serve as Officers of the Corporation, pursuant to Article V. Election of the Chair and Vice Chair, and Officers shall be held at the time of the Annual Meeting of the Corporation, or, in the event of a vacancy in any post, at any duly convened meeting of the Board following the occurrence of the vacancy, until the next Annual Meeting of the Corporation. Nominations for the Chair, Vice Chair, Treasurer, and Secretary may be made by any member of the Board.

Section F. Additional Meetings. Additional meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the Directors. The person or persons authorized to call such additional meetings of the Board may fix any place, either within or outside the District of Columbia, as the place for holding any additional meeting of the Board called by them. Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the nonprofit corporation.

Section G. Notice. Notice of any additional meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail, e-mail, or facsimile to each Director at his or her address as shown by the records of the Corporation, or by any means of oral communication including telephone communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If by e-mail or facsimile such notice shall be deemed to be delivered when sent. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section H. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section I. Proxy Voting. Members of the Board of Directors may vote or act on behalf of another Board member by proxy. A proxy may be given by a Director to another Director or to an Officer. An Officer may give a proxy only to another Officer. The proxy must be given by the Board Member and state the Board Member's choice of recipient. A proxy must be documented in writing, via letter, fax, or e-mail and delivered within twenty-four (24) hours prior to the Board meeting. The duration of a proxy is limited to an individual meeting. The proxy may confer broad authority to act on the Board member's behalf on any matter that comes before the Board of Directors, or to vote on a specific matter and nothing else, at the Board Member's election.

Section J. Manner of Acting. The act of a simple majority (more than one-half) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section K. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then NI Board of Directors. A member of the Board of Directors may be deemed to have vacated the

member's position if the member has failed to be present, in person or by conference call, at two meetings of the Board of Directors during a calendar year, at the discretion of the Board of Directors.

Section L. Compensation. Directors as such shall not receive any salaries or fees for their services but may be reimbursed for travel.

Section M. Voluntary Retirement. Any Director may retire at any time by notifying the Chair or the Secretary/Treasurer in writing. Such retirements shall take effect at the time therein specified.

Section N. Attendance. Any or all Directors may participate in any meeting of the Board of Directors or a committee of the Board of Directors, including the Executive Committee, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section O. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees.

Section P. Executive Committee. There shall be an Executive Committee composed of a Chair, Vice Chair, Treasurer, and Secretary. The Executive Committee shall, except as otherwise provided by law, have and exercise all the powers of the Board of Directors during intervals between the meetings of the Board, and shall fix its own rules of procedure, provided, however, that the Executive Committee shall not be permitted to obligate funds in excess of \$5,000, without the prior approval of the Board of Directors. The Executive Committee shall require the Secretary or a designee to keep a record of its proceedings, which from time to time shall be reported to the Board of Directors.

Section Q. Advisors to the Corporation. The Board of Directors may elect or appoint any person or persons to act in any advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation, with or without compensation.

Section R. Management. The NASEO President will serve as the President of NI and provide oversight of financial and operational procedures, and day-to-day management in consultation with the Chair.

ARTICLE V

Officers

Section A. Officers. The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer, and Secretary each to have such duties or functions as are provided in these Bylaws and as the Board of Directors may from time to time determine. There shall be a minimum of two Officers at all times. Officers must be chosen from among the Board of Directors. The Board of Directors may elect such additional officers or assistant officers as it may from time to time determine, to serve on an interim basis until the next Annual Meeting of the Corporation. The Corporation may obtain for each Officer and employee of the Corporation a bond, in such sum and with such number of sureties as the Board of Directors shall, from time to time determine, for the faithful performance of his or her duties and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal, of all books, papers, vouchers, money or other property of whatever kind in his or her possession or under his or her control, which belong to the Corporation.

Section B. Election and Term of Office. The Chair, Vice Chair, Treasurer, and Secretary shall be elected by a majority vote of the Board of Directors at the Annual Meeting. The Treasurer shall be the Treasurer of NASEO. Officers shall serve for a two-year term. Vacancies may be filled or new offices created and filled, on an interim basis, at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Any Officer or agent may be removed by

the Board of Directors whenever in their judgment the best interests of the Corporation would be served thereby.

Section C. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or the Chair or the Vice Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by another Corporation Director, upon the vote of the Board of Directors, for the unexpired portion of the term.

Section E. Chair. The Chair shall be the principal operating officer of the Corporation and shall in general supervise the affairs of the Corporation, subject, however, to the control of the Board of Directors or the Executive Committee of the Board of Directors. The Chair shall be a member of the Board of Directors. He or she shall perform such duties as are provided in these Bylaws and as are delegated to him or her by the Board of Directors or the Executive Committee. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Corporation, the Chair shall hire, direct and discharge all agents and employees and fix their salaries subject to approval of the Board of Directors. He or she shall have charge of publications, records, property, correspondence and daily activities of the Corporation and shall report regularly thereon to the Board and Executive Committee. He or she shall perform such other duties as shall be required by the Board of Directors.

Section F. Vice Chair. The Vice Chair shall carry out the Chair's duties in the absence of the Chair and shall perform such other duties as the Chair or Board of Directors may from time to time direct. Upon the death, resignation, removal, or incapacity to act of the Chair, the Vice Chair shall temporarily succeed to the Chair until a new Chair is elected from among the Corporation Directors for the unexpired portion of the term.

Section G. Treasurer. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and direct the staff of the Corporation to deposit all such monies in the name of the Corporation in such banks, trust companies or the depositories as shall be selected in accordance with Article VI of these Bylaws, and in general perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Treasurer shall prepare an annual budget to be submitted to the Annual Meeting of the Members of the Corporation, or any other meeting of the Members of the Corporation to be determined by the Board. The Treasurer shall be a member of the Board of Directors.

Section H. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with these Bylaws or as required by law; be custodian of the corporate records; see that the execution of all documents on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Secretary shall also keep the minutes of the Annual Meeting of the Members of the Corporation. The Secretary shall be a member of the Board of Directors.

ARTICLE VI
Miscellaneous Provisions

Section A. Contracts and Other Documents. The Board of Directors or Executive Committee except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any agent or agents of the Corporation, including a President, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, Loan, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation, including the President, and in such manner, either general or confined to specific instances, as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer.

Section C. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such, banks, trust companies or other depositories as the Board of Director may from time to time select.

Section D. Gifts. The Board of Directors may accept on behalf of the Corporation any lawful contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section E. Waiver of Notice. Wherever any notice whatever is required to be given under the provision of the Bylaws, under the provisions of the Articles of Incorporation, or by the District of Columbia Non-profit Corporation Act, a waiver thereof signed by the person or persons entitled to such notice, whether before or after time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII
Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII
Annual Audit

The Board of Directors may elect to provide for an annual audit of the accounts by a certified public accountant to be chosen by the Board of Directors.

ARTICLE IX
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in each calendar year unless otherwise determined by the Board of Directors.

ARTICLE X
Indemnification

In discharging their duties (including acting as trustees or officers of other foundations, corporations, or entities at the request of the Corporation), Directors and Officers shall be indemnified by the Corporation for judgments and fines (whether civil, criminal, administrative, or investigative), amounts by or in the right of the Corporation to procure a judgment in its favor, for any of the above enumerated matters whether threatened,

pending or contemplated, as well as reasonable expenses for each, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such Director or Officer acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation but had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XII Amendments

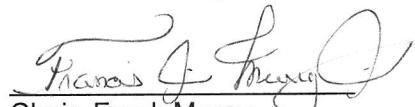
Section A. To the Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors. The Board of Directors of the Corporation shall be permitted to recommend alteration, amendment or repeal of the Bylaws and propose new Bylaws at any meeting with at least thirty (30) days prior written notice of the actual recommendations to be provided to all Members of the Board of Directors.

Section B. To the Articles of Incorporation. The Articles of Incorporation may be altered or amended by a two-thirds vote of the Board of Directors. The Board of Directors of the Corporation shall be permitted to recommend alteration and amendment of the Articles of Amendment at any meeting with at least thirty (30) days prior written notice of the actual recommendations to be provided to all Members of the Board of Directors. If the proposed amendment is adopted, Articles of Amendment shall be executed and filed in accordance with the laws of the District of Columbia.

ARTICLE XIII Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Board of Directors of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

I certify that the foregoing Revised Bylaws of NASEO Institute, Inc. were approved and adopted for the Corporation by its Board of Directors at a meeting of the Board of Directors held on 1/21/125.


Chair, Frank Muray