

BYLAWS
OF
CENTER FOR CLIMATE AND ENERGY SOLUTIONS (C2ES)

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ARTICLE I – OFFICES

The principal office of the Corporation shall be located at such place, either within or outside the State of Delaware, as the Board of Directors shall designate from time to time. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall maintain a registered office within the State of Delaware at such place as the Board of Directors may designate.

ARTICLE II – MEMBERS

The Corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1: Powers. The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities and policies of the Corporation. Board members may be called upon to serve on committees established by the Board and to assist in development efforts undertaken by the Corporation.

Section 3.2: Number, Tenure and Qualifications. The number of directors constituting the Board of Directors shall be not less than three (3) nor more than twenty (20). The exact number of directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the directors then in office. The initial Board of Directors shall be composed of those directors appointed by the incorporator. Thereafter, to the extent there are vacancies below twenty members, directors may be elected when conveniently possible, by the Board when qualified candidates have been developed and nominated by the Executive Committee. Each director shall hold office for a term of three years unless reelected by a majority vote of the Board or until his or her earlier death, resignation or removal.

Section 3.3: Resignation. A director may resign at any time by giving written notice of his or her resignation to the President or to the Secretary of the Corporation or by presenting his or her written resignation in person at an annual, regular or special meeting of the Board of Directors.

Section 3.4: Removal. A director may be removed, with or without cause, at an annual, regular or special meeting of the Board of Directors by the affirmative vote of a majority of the directors

then in office. The notice of any such annual, special or regular meeting shall set forth the proposal to remove such director.

Section 3.5: Compensation. Directors shall not receive salaries for their services as directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be paid to a director for each annual, special or regular Board meeting that he or she attends. Nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore. The board, with the assistance of the Human Resources committee, shall evaluate the President's salary on an annual basis and provide recommendations on compensation and bonuses for approval at one of the regular meetings.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1: Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held in March of each year, or as appropriate before the beginning of the next C2ES Fiscal Year at such place as may be selected by the directors, for the purpose of approving the budget for the upcoming fiscal year, electing officers for the ensuing year and for the transaction of such other business as may properly come before the meeting.

Section 4.2: Regular Meetings. There shall be at least two (2) regular meetings of the Board of Directors, in addition to the annual meeting, which may be held at such times and at such places, either within or outside the State of Delaware, as may from time to time be determined by resolution of the Board. The Board of Directors may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section 4.4 herein. During one of the regular meetings, the board shall review and approve the financial audit and Form 990 prior to filing.

Section 4.3: Special Meetings. Special meetings of the Board of Directors may be called at any time by the President and shall be called by the President or the Secretary at the request of any two directors. Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as shall be specified in the notice of meeting.

Section 4.4: Notice of Board Meetings. Notice of the time and place of meetings of the Board of Directors shall be communicated to each director by telephone, telegram, email, facsimile transmission or mail or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown by the records of the Corporation. If notice is mailed, it shall be deposited in the United States mail at least one week prior to the date of the meeting. If notice is delivered personally or communicated by telephone, telegram, email or facsimile, it shall be delivered or communicated at least three business days prior to the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 4.5: Quorum. A majority of the directors then in office shall constitute a quorum for the

transaction of business. The action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation or these Bylaws.

Section 4.6: Conduct of Meetings. The Chairperson shall preside over meetings of the Board of Directors. The Secretary or another person chosen at the meeting shall act as Secretary of the meeting.

Section 4.7: Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors. Such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.8: Telephonic Meetings. A director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 4.8 shall constitute presence in person at the meeting.

Section 4.9: General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, or agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 4.10: Powers as to Other Documents. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority shall be in writing and may be general or confined to specific instances. When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President or any Vice President.

ARTICLE V – COMMITTEES

Section 5.1: Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have power to (i) amend the Corporation's Certificate of Incorporation, (ii) adopt an agreement of merger or consolidation, or (iii) amend the Bylaws of the Corporation. The Board of Directors may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee and his or her alternate, the member or

members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.2: Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or until his or her earlier death, resignation or removal.

Section 5.3: Chairperson. One member of each committee shall be appointed Chairperson of the committee.

Section 5.4: Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.5: Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws.

ARTICLE VI - OFFICERS

Section 6.1: Officers. The officers of the Corporation shall be a President, a Chairperson, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by resolution of the Board of Directors. Any two or more offices may be held by the same person.

Section 6.2: Term of Office. The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successors are chosen or until their earlier resignation or removal. An officer may resign by giving written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

Section 6.3: Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.4: Vacancies. A vacancy in any office shall be filled by the Board of Directors without undue delay, at its annual meeting, at a special meeting called for that purpose, or at a regular meeting of the Board. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.

Section 6.5: President. The President shall be the principal executive officer of the Corporation and shall be present at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he or she may execute for the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, the Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

Section 6.6: Secretary. The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall act.

Section 6.7: Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in financial books of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such bank or depositories as may be designated by the Board of Directors. The Treasurer shall be charged with the disbursement of funds of the Corporation, including, without limitation, distributions authorized by the Board of Directors in furtherance of the charitable purposes of the Corporation. The Treasurer shall render to the President and to the Board of Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 7.1: Indemnification. The Corporation shall, except as provided in or limited by Sections 7.3 and 7.4 herein, 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, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Delaware

General Corporation Law, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

Section 7.2: Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

Section 7.3: Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended (the "Code"), or under the comparable or corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code, then, during such time, no payment shall be made under this Article VII if such payment would constitute an act of self-dealing or a taxable expenditure as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

Section 7.4: Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be April 1st – March 31st.

ARTICLE X - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law, the Corporation's Certificate of Incorporation or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any director at a meeting shall constitute a waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of two-thirds of the directors then in office. Such action may be taken at an annual, regular or special meeting of the Board of Directors for which written notice of the purpose shall be given.

ARTICLE XII - CONFLICTS OF INTEREST

Section 12.1: Interested Party. Any director, officer, or member of a committee with board-delegated powers who has a financial interest in a transaction or arrangement is an interested party.

Section 12.2: Financial Interest. A person has a financial interest in a transaction or arrangement if the person has, directly or indirectly, through business, family, or investment —

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 12.3: Procedures. In connection with any actual or potential conflicts of interest, the interested person shall disclose, on an annual basis, the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or amendment. After disclosing the financial interest, the interested person shall not participate in the Board or committee's consideration of whether a conflict of interest exists. If the Board or committee finds that there is an actual or potential conflict of interest, it shall appoint a disinterested individual or a committee of disinterested

individuals to investigate transaction or arrangement and obtain appropriate information about the terms of comparable transactions or arrangements that would not give rise to a conflict of interest and that would be reasonably available to the Corporation. Before entering the transaction or arrangement, the Board or committee with board-delegated powers shall review the comparability information to determine whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether it is fair and reasonable to the Corporation. The Board or committee shall decide whether to enter the transaction or arrangement by majority vote.

Section 12.4: Records of Proceedings. The minutes of the Board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in an actual or proposed transaction or arrangement, any action taken to determine whether an actual or potential conflict of interest was present, and the Board committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including the basis for the Board or committee's decision that the transaction was 'fair and reasonable to the Corporation, and a record of any votes taken therewith.

Section 12.5: Violations of Conflicts of Interest Policy. If the Board of Directors learns that a director or senior officer has failed to disclose an actual or possible conflict of interest, it shall inform the individual and afford an opportunity for the individual to explain the alleged failure to disclose. After hearing the individual's response, the Board shall take appropriate action if any action is needed.

I certify that the foregoing Bylaws of CENTER FOR CLIMATE AND ENERGY SOLUTIONS (C2ES) were approved and adopted for the organization by its Board of Directors by unanimous consent on March 28, 2017, and that they are currently in effect.



Adria Cooper, Corporate Secretary
Date: 03/28/2017