

## BYLAWS

For the regulation, except  
as otherwise provided by statute  
or its Articles of Incorporation

of

The Geothermal Resources Council  
a California Nonprofit Public Benefit Corporation

### ARTICLE I. OFFICES

**Section 1. Principal Office.** The Corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**Section 2. Other Offices.** Branch or subordinate offices may be established at any time by the Board at any place or places.

### ARTICLE II. MEMBERSHIP

#### **Section 1. Classes.**

- 1.1 The Board shall establish, and may amend from time to time, classes of members of the Corporation. Memberships in any class may be issued to such persons or entities and for such consideration as may be determined by the Board.
- 1.2 Members of each class shall have the right to vote, as set forth in Section 2 of this Article II, (a) for the election of directors, (b) on a disposition of substantially all of the assets of the Corporation and (c) on a merger or dissolution of the Corporation. Additionally, members of each class shall have all of the rights, including additional voting rights, afforded members under the California Nonprofit Public Benefit Corporation Law.
- 1.3 Nothing in this Section 1 shall be construed as limiting the right of the Corporation to refer to persons or entities associated with it as "members" even though such persons or entities are not members as defined above, and no such reference shall constitute

anyone a member, with the meaning of Section 5056 of the California Nonprofit Corporation Law or the foregoing provision of this Section 1, unless such persons or entities shall have qualified for membership as set forth above. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member of any class, as set forth in this Article II, upon any person or persons or entity or entities who do not have the right to vote on any of the matters set forth in Section 1.2 of this Article II, but no such person or entity shall be a member within the meaning of said Section 5056 of this Section 1.

**Section 2. Voting Rights.** Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Members who fail to be in good standing, as set forth in Section 5 of this Article II, shall not be entitled to vote on any matter.

**Section 3. Transfer of Membership.** No member may transfer a membership or any right arising therefrom. All rights of membership shall cease upon a member's death or dissolution. A single membership may not stand of record in more than one (1) person or entity.

#### **Section 4. Expulsion, Suspension, or Termination; Resignation.**

4.1 The board may expel or suspend a member for conduct which the Board deems inimical to the best interests of the Corporation, including, without limitation, flagrant violation of any provision of these Bylaws, and may terminate or suspend a membership or membership rights by a vote of two-thirds (2/3) of the directors present at a regular or special meeting of the Board. Such vote shall be taken by secret ballot. Notice of the proposed expulsion, suspension or termination,

together with the reasons therefore, shall be given to the member concerned at least fifteen (15) days prior to the meeting of the Board at which the vote with respect thereto is to be taken, and such member shall be given an opportunity to be heard by the Board, orally or in writing, at or prior to such meeting of the Board and at least five (5) days before the effective date of the expulsion, suspension or termination. Any notice required by this Section 4.1 may be given by any method reasonably calculated to provide actual notice, and any notice sent by mail shall be first-class or registered mail sent to the last address of the member shown on the records of the Corporation. A suspended member shall not be entitled to exercise any voting rights during the period of the suspension and will not be counted when calculating a quorum.

4.2 Any members may resign from membership at any time. All membership dues and fees paid to the Corporation by any member who shall have been expelled or suspended, or whose membership or membership rights have been terminated or suspended, or who shall have resigned, shall be retained by the Corporation.

**Section 5. Good Standing.** A member shall not be in good standing and shall not be entitled to vote as a member if the member shall fail to pay, on or before sixty (60) days after their due date, the dues, assessments or fees established by the Board pursuant to Section 1.1 of this Article II.

**Section 6. Place of Meeting.** Meetings of members shall be held either at the principal office of the Corporation or at any other place within or without the State of California which may be designated either by (a) the Board or (b) the written consent of all persons entitled to vote thereat given either before or after the meeting and filed with the Secretary.

**Section 7. Regular Meetings.** A regular meeting of members shall be held, once a year, during and at the same location as the Annual Meeting of the Corporation, which Annual Meeting shall be on such date and at such time as may be fixed by the Board. Any proper business may be transacted at such meeting.

**Section 8. Special Meetings.** Special meetings of members may be called by the Board, the President, or not less than twenty-five percent (25%) of the members; provided, however, that a special meeting of members for the purpose of removal of directors and election of their replacements may be called by five percent (5%) or more of the members. Upon request in writing

to the President, any Vice President or the Secretary by any person (other than the Board) entitled to call a special meeting of members, the Board shall set a time (not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request) and place for the meeting, and the officer forthwith shall cause notice of the time and place for the meeting to be given to the members entitled to vote. If the notice is not given within twenty (20) days after receipt of the request, the persons entitled to call the meeting may give the notice and may specify the place (which if practicable shall be the principal office of the Corporation), the date (which shall be at least ten (10) days after the date the notice is given), the time and the purpose or the purposes of the meeting.

**Section 9. Notice of Regular or Special Meetings.**

9.1 Written notice of each regular or special meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and time of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the regular meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to the members.

9.2 Notice of any members' meeting or any report shall be given either personally or by mail or other means of written communication, including electronic transmission, addressed to the member at the address or electronic mail address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice, or, if no such address or electronic mail address appears or is given, at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

9.3 Notice of any member's meeting or any report may be given as part of the Bulletin or any other

newsletter or magazine regularly sent to members, as provided in Section 5016 of the California Nonprofit Public Benefit Corporation Law.

**Section 10. Quorum.** Fifty (50) members (whether present or represented by proxy) shall constitute a quorum at any meeting of the members. The affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be the act of the members; provided, however, that the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third (1/3) of the voting power, are matters for which the notice of their general nature was given pursuant to the first sentence of Section 9.1 of this Article II.

**Section 11. Adjourned Meetings and Notice Thereof.**

11.1 Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the voters represented either in person or by proxy, but in the absence of a quorum no other business may be transacted at such meeting.

11.2 It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; provided, however, when any members' meeting is adjourned (which adjournment shall not be for more than forty-five (45) days), or, if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

**Section 12. Voting.**

12.1 The members entitled to notice of any meeting of members or to vote at any such meeting shall be only those persons or entities in whose name membership stands on the records of the Corporation on the record date for notice determined in accordance with Section 13 of this Article II.

12.2 Elections need not be by ballot; provided, however, that the election for directors must be by ballot upon demand by a member at the meeting and before the voting begins.

12.3 In any election of directors, the candidates receiving the highest number of votes are elected.

A member may not cumulate votes for the election of directors.

**Section 13. Record Date.**

13.1 The Board may fix, in advance, a record date for the determination of the members entitled to notice of or to vote at any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than sixty (60) days nor less than ten (10) days prior to the date of the meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only members of record in good standing on that date are entitled to notice, to vote or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

13.2 If no record date is fixed by the Board, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held. If no record date is fixed by the Board, the record date for determining members entitled to cast written ballots as provided in Section 15 of this Article II shall be the day on which the first written ballot is mailed or solicited, whichever is first. If no record date is fixed by the Board, the record date for determining members for any purpose other than set forth above in this Section 13.2 shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60<sup>th</sup>) day prior to the date of such other action, whichever is later.

**Section 14. Consent of Absentees.**

The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though conducted at a duly held meeting after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or

convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Public Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need to be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 5511 (f) of the California Nonprofit Public Benefit Corporation Law.

**Section 15. Action Without Meeting.**

15.1 Any action which may be taken at any regular or special meeting of members, may be taken without a meeting provided the following ballot requirements are satisfied:

(a) The Corporation distributes a written ballot to every member entitled to vote on the matter. If approved by the Board, and only where in compliance with Section 19 of this Article, the ballot and any related materials may be sent by electronic transmission and responses may be returned by electronic transmission.

(b) The ballot sets forth the proposed action, provides an opportunity to specify approval or disapproval of any proposal, and provides a reasonable time within which to return the ballot to the Corporation;

(c) The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(d) 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.

15.2 All solicitation of ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballots must be received in order to be counted, which time shall not be less than ten (10) calendar days from the date of transmission of the solicitation.

15.3 Without limiting the generality of Section 15.1 of this Article II, unless otherwise determined by the Board, the election of directors shall be conducted by written ballot under this Section 15

and in accordance with Section 3 of Article III hereof, rather than at the regular meeting of the members.

15.4 Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any member casting a ballot may revoke the ballot or substitute another, by a writing received by the Corporation, prior to the specified time by which the ballot must be received in order to be counted, but may not do so thereafter. Such revocation will be effective upon its receipt by the Secretary.

**Section 16. Proxies.** Every person entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected either (a) by a writing delivered to the Secretary stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented at the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution.

**Section 17. Inspectors of Election.**

17.1 In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any member or member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting or on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

17.2 The duties of such inspectors shall be as prescribed by Section 5615(b) of the California Nonprofit Public Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting; determining the existence of a quorum;

determining the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. On request of any director or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

**Section 18. Conduct of Meeting.** The President shall preside as chairman at all meetings of the members. The President shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules of principles of procedure. The President's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the President shall have all of the powers usually vested in the chairman of a meeting of members.

**Section 19. Electronic Transmission**

19.1 Notice given by electronic transmission by the Corporation shall be valid only if it satisfies the requirements as to consent of the California Corporations Code, Section 20 or its equivalent or replacement.

19.2 Ballots or other votes and responses or other submissions or notices to the Corporation by members via electronic transmission shall be valid only where the transmission and its records satisfy the requirements of Section 21 of the California Corporations Code or its equivalent or replacement.

**ARTICLE III.  
DIRECTORS**

**Section 1. Powers.** Subject to limitations of the Articles, of these Bylaws and of the California

Nonprofit Public Benefit Corporation Law relating to action required to be approved by the members or by a majority of the members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations for the Corporation not inconsistent with law, the Articles or these Bylaws, as it may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as it deems best.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

**Section 2. Number of Directors.** Except as hereinafter provided, the authorized number of directors shall be not less than twenty (20) nor more than thirty (30) until changed by amendment of the Articles or by a Bylaw duly adopted by approval of the members. The exact number of directors shall be fixed by the Board within the limits specified, subject to the rights of the members to fix the exact number, within the limits specified, at the regular or special meeting of members at which directors are to be elected. The number of directors authorized and fixed in accordance with this Section 2 shall be increased from time to time by the number of Past Presidents serving as directors as provided in Section 3.4 of this Article III who have not been elected to the Board. The President, if he or she is not an elected member of the Board of Directors,

shall be deemed to be a designated director pursuant to Section 5220(d) of the California Nonprofit Public Benefit Corporation Law and shall serve as a member of the Board of Directors during the term of his or her office as President. The Executive Director of the Corporation shall be an ex-officio member of the Board of Directors.

### **Section 3. Election and Term of Office.**

3.1 Unless otherwise determined by the Board, and except for the director appointed pursuant to subsection (a) below, the directors shall be elected from among the members by ballot as provided in Section 15 of Article II hereof and in accordance with the California Nonprofit Public Benefit Corporation Law. In such election, the number of nominees equal to the number of directors to be elected receiving the highest number of votes shall be elected. Unless otherwise determined by the Board, the number of directors to be elected shall be equal to the number of directors whose terms shall have expired at the time of such ballot, excluding Past Presidents of the Corporation serving as directors pursuant to Section 3.4 of this Article III. Each elected director shall hold office for two (2) years and until a successor has been elected and qualified. (a) The Policy Committee's highest level of membership shall appoint one natural person who is a member of the Corporation to serve as a director of the Corporation. The director appointment shall be made for a two year term and shall be made prior to the expiration of the previous appointee's term. The natural person appointed as the director shall be a current member of the Corporation.

3.2 Unless otherwise determined by the Board, nominations of a candidate or candidates for election to the Board shall occur as follows:

(a) The Board (or any committee appointed for such purpose) shall, on or before November 1 of each year, nominate a candidate or candidates for such election and deliver such nominations to the Secretary.

(b) The members shall also be entitled to nominate a candidate or candidates for such election. Members shall nominate such candidate or candidates by delivering to the Secretary written notice of such nomination on or before October 1 of each year. To be effective, the notice provided to the Secretary must have been signed, within eleven (11) months preceding the time directors are to be elected, by members representing the lesser of (i) twenty-five (25) votes or (ii) two percent (2%) of the voting power of the Corporation.

(c) In addition to the foregoing, there shall be available to the members (i) a reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy and (ii) a reasonable opportunity for all nominees to solicit votes. If the Corporation distributes any written election material soliciting a vote for any nominees for director at the Corporation's expense, it shall make available, at the Corporation's expense to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

3.3 Unless otherwise determined by the Board, (i) ballots shall be sent to the members entitled to vote thereon, by first-class mail or electronic transmission, no later than November 30 of the year during which nominations under Section 3.2 of this Article III were received by the Secretary, and (ii) ballots shall only be effective if received by the Corporation (or postmarked by the U.S. Postal Service) on or before 11:59 p.m. P.S.T. on December 31 of the year in which such ballots were transmitted to the members. Any ballots received after that time shall be disregarded.

3.4 Each Past President of the Corporation who is not elected to the Board shall have the right to participate in the deliberations of the Board and shall have the right to vote as a director during the two (2) year period following the date on which he or she ceased to serve as President of the Corporation.

3.5 Any member of the Board who has failed to attend at least half (50%) of Board Meetings during a two-year term of office shall be ineligible to run for the GRC Board of Directors in the election cycle following the end of his/her term. The Nominations Committee is charged with due diligence regarding meeting attendance records and the issue of removal of any member of the Board of Directors.

### **Section 4. Vacancies.**

4.1 Except as provided in Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective. Further, if a director ceases to be a member during such director's term, he or she

shall thereupon cease to be a director, and his or her vacant seat on the Board may be filled in the manner applicable as if such director had resigned.

4.2 Vacancies of the Board, except those existing as a result of a removal of a director by the members, may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified.

4.3 A vacancy or vacancies on the Board shall be deemed to exist (a) in case of the death, resignation or removal of any director (other than a President or Past President of the Corporation serving as a director as provided in Sections 2 and 3.4 of this Article III and Section 8 of Article IV who has not been elected to the Board), (b) if the authorized number of directors is increased (other than an increase pursuant to Section 2 of this Article III to accommodate a Past President of the Corporation serving as a director as provided in Sections 2 and 3.4 of this Article III and Section 8 of Article IV who has not been elected to the Board), or (c) if the members fail, at any regular or special meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting.

4.4 The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Public Benefit Corporation Law, provided, however, that if the office so declared vacant is that of a Past President of the Corporation serving as a director as provided in Section 3.4 of this Article III who has not been elected to the Board, the declaration of vacancy shall be deemed to reduce by one (1) the number of authorized directors, and no vacancy by reason of such declaration shall thereafter be deemed to exist.

4.5 The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

4.6 Directors may be removed without cause in the manner permitted in the California Nonprofit Public Benefit Corporation Law.

**Section 5. Place of Meetings.** Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board.

**Section 6. Regular Meetings.** Immediately prior to each regular meeting of the members, or at such other time as the Board may determine, the Board shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Other regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

**Section 7. Special Meetings.**

7.1 Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary or any two (2) directors.

7.2 Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally or by telephone, telegraph, telecopier (fax), telex, electronic transmission or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

7.3 Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally received by the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

**Section 8. Quorum.** Forty percent (40%) of the number of authorized directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present

may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

**Section 9. Participation by Conference Telephone.** Members of the Board may participate in a meeting (including, without limitation, committee meetings) through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**Section 10. Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 11. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 12. Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Written consents may be any form that is effective under California law.

**Section 13. Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

**Section 14. Committees.**

14.1 In the event that the Board determines that the management of the Corporation would be benefited by the establishment of one or more committees of the Board, the Board may from time to time establish one or more such committees. The term "committee of the Board" shall mean any committee which is authorized by specific resolution, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Each committee of the Board shall be comprised entirely of directors (but in no event less than two (2) directors), and must be created, and the members thereof appointed, by resolution adopted by a majority of the directors present at the meeting (provided a quorum is present), which specifically sets forth the powers and duties delegated thereto. The Board may appoint, in the same manner, alternate members of any committee of the Board who may replace any absent member at any meeting of such committee. Each such committee of the Board shall be presided over by a director selected by the Board to act as chairman. The Board shall have the power to change the members, alternate members and chairman of each such committee at any time, with or without cause, and to fill vacancies. The Board (or, if the Board does not so determine, the chairman of such committee) shall have the power to prescribe the manner in which the proceedings of any committee of the Board shall be conducted. Minutes shall be kept of each meeting of each committee of the Board.

14.2 Without limiting the generality of Section 14.1 of this Article III, the Board may, in the manner described in such Section 14.1, establish an Executive Committee consisting of nine (9) directors (or such other number of directors as may be determined by the Board) which, except when the Board is in session, and except as its powers may otherwise be limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Director appointed by the Policy Committee pursuant to Section 3.1. (a) of Article II hereof shall be a member of the Executive Committee. The Executive Committee shall also have the power of general supervision, management, and control of the business of the Corporation and over its several officers, as determined by the Board. Unless otherwise determined by the Board, five (5) members of the Executive Committee shall constitute a quorum for transaction of its business. A majority of all of the members of the Executive Committee may determine its rules of procedure unless the Board

shall otherwise provide. Any action which, under the provisions of the California Nonprofit Corporation Law, may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing, signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose, and filed with the Secretary. The written and signed authorization may be any form that is effective under California law.

14.3 Without limiting the generality of Section 14.1 of this Article III, the Board may, in the manner described in such Section 14.1, establish the following additional committees of the Board:

(a) An Audit Committee, consisting of four (4) directors and one (1) alternate (or such other number of directors and alternates as may be determined by the Board), which, except as its powers may otherwise be limited or increased by the Board shall have authority to select an auditing firm and review audits. Unless otherwise determined by the Board, two (2) members of the Audit Committee shall constitute a quorum for transaction of its business.

(b) A Business and Finance Committee, consisting of five (5) directors and one (1) alternate (or such other number of directors and alternates as may be determined by the Board), which, except as its powers may otherwise be limited or increased by the Board, shall have authority to conduct long range planning, budget reviews, financial reviews, and make funding and personnel decisions. Unless otherwise determined by the Board, (i) the Chief Financial Officer shall be the chairman of the Business and Finance Committee and (ii) three (3) members of the Business and Finance Committee shall constitute a quorum for transaction of its business.

(c) A Foundation Committee, consisting of three (3) directors and one (1) alternate (or such other number of directors and alternates as may be determined by the Board), which except as its powers may otherwise be limited or increased by the Board, shall have authority to develop and perform fund raising activities and make decisions (with concurrence of the Board) regarding the investment of donations to, and the expenditure of available funds in, any foundation established by the Corporation. Unless otherwise determined by the Board, two (2) members of the Foundation Committee shall constitute a quorum for transaction of its business.

(d) An Inspectors Committee consisting of three (3) directors and one (1) alternate (none of whom shall be running for re-election), which, except as its powers may otherwise be limited or increased by the Board, shall have authority to tally and

certify votes cast in the election of directors, and such other duties as are described in Section 5615 of the California Nonprofit Public Benefit Corporation Law and in Section 17 of Article II hereof. Unless otherwise determined by the Board, two (2) members of the Inspectors Committee shall constitute a quorum for transaction of its business.

14.4 In no event shall the Board delegate to any committee any of the authority of the Board with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or on any committee of the Board;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or appeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or of the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

14.5 The President, the Board and the Executive Committee may from time to time appoint such advisory committees as deemed appropriate, consisting of directors or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory committees shall be prescribed by the chairman of each such advisory committee, and meetings of advisory committees may be called by the President, the Board, the Executive Committee or the chairman of the advisory committee.

**Section 15. Fees and Compensation.** Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or

determined by the Board. Notwithstanding the foregoing, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director, committee member or officer, unless approved by the members or by a majority of the directors then in office; provided, however, that the Corporation may advance money to a director, committee member or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such officer, committee member or director, so long as in the absence of any such advance, such director, committee member or officer would be entitled to be reimbursed for such expenses by the Corporation. Nothing contained in this Section shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefore.

**Section 16. Transactions in Which Directors Have a Personal Interest.**

(a) Any transaction of the Corporation in which any of its directors have a material financial interest shall be entered into or consummated only if:

(1) The transaction is fair and reasonable as to the Corporation at the time the Corporation enters into the transaction;

(2) The Corporation enters into the transaction for its own benefit; and

(3) The transaction is authorized, approved, or ratified by the members or by the Board in good faith by a vote sufficient without counting the vote of the interested director or directors (although such director or directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken), and with knowledge of the material facts concerning the transaction and director's interest in the transaction.

(b) Section 16(a) above shall not apply to an action of the Board fixing the compensation of a director as a director or officer of the Corporation.

(c) Any contract or other transaction (other than transactions subject to Section 16(a) above) between the Corporation and any corporation, firm, association, or entity of which one or more of the Corporation's directors are directors or trustees shall be entered into or consummated only if:

(1) The material facts relating to the transaction and to such director's other

directorship are fully disclosed or known to the Board or an authorized committee of the Board, and the Board or such committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors; or

(2) The contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

**ARTICLE IV.  
OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a President, a President-Elect, a Past President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board, a General Counsel, one or more Vice Presidents, and such other officers as may be elected or appointed in accordance with Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President.

**Section 2. Election.** The officers of the Corporation, except the President, the Past President, the President-Elect and such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually. All officers of the Corporation shall be chosen from among the members of the Corporation by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Upon completion of his or her two (2) year term as a President-Elect, such officer shall serve as President for two (2) years and, upon completion of his or her two (2) year term as President such officer shall serve as Past President for two (2) years. No President or President-Elect may be elected for more than one (1) consecutive term.

**Section 3. Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. Any officers so appointed by the

President shall be subject to approval by the Board at its next regularly scheduled meeting.

**Section 4. Removal and Resignation.**

4.1 Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

4.2 Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is party. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**Section 6. President-Elect.** The President-Elect shall (a) be elected for a two (2) year term, (b) assist the President in such matters as the President may request and (c) have such powers and other duties as may be prescribed by the Board. The President-Elect shall become the President when the President's term is completed.

**Section 7. President.** The President shall (a) be elected for a two (2) year term, (b) be the general manager and chief executive officer of the Corporation and (c) have, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation. The President shall preside at all meetings of members and at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

**Section 8. Past President.** The Past President shall be deemed to be a designated director pursuant to Section 5220(d) of the California

Nonprofit Public Benefit Corporation Law, shall serve as a member of the Board for two (2) years following the date on which he or she ceased to serve as President of the Corporation, and shall have such powers and duties as may be prescribed by the Board.

**Section 9. Vice Presidents.** In the event of the absence, disability, death, resignation, expulsion, suspension or termination of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

**Section 10. Secretary.**

10.1 The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of members, the Board and committees of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, the number of members present or represented at members' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

10.2 The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and of any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board. Unless otherwise determined by the Board, the Executive Director shall be the Secretary.

**Section 11. Chief Financial Officer.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, shall render to the President and the directors, whenever they request it, an account of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The books of account

shall at all times be open to inspection by any director.

## **ARTICLE V. OTHER PROVISIONS**

**Section 1. Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by (a) the President or any Vice President and (b) the Secretary or the Chief Financial Officer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

**Section 2. Representation of Shares of Other Corporations.** The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

**Section 3. Construction, Definitions, and Conflicts.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Where these Bylaws are found to conflict with the California Nonprofit Public Benefit Corporation Law, the Bylaws shall be enforced, or not enforced, so as to render the Bylaws consistent with the General Provisions of the California Nonprofit Public Benefit Corporation Law.

**Section 4. Amendments.** These Bylaws may be amended or repealed by the approval of the members or by the approval of the Board, provided, however, that the power of the Board to amend or repeal these Bylaws shall be subject to the powers of the members set forth in the California Nonprofit Public Benefit Corporation Law.

**Section 5. Sections.** The Corporation may charter one or more sections upon such terms and subject to such conditions as it may deem appropriate and may revoke any such charter in any instance where it deems such action to be desirable.

## **ARTICLE VI. INDEMNIFICATION**

**Section 1. Definitions.** For the purpose of this Article VI, (a) "agent" means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer employee or agent of a foreign or domestic corporation which as a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation, (b) "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, and (c) "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(c) of this Article VI.

**Section 2. Indemnification in Actions by Third Parties.** The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation and, in

the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that person had reasonable cause to believe that the person's conduct was unlawful.

**Section 3. Indemnification in Actions by or in the Right of the Corporation.** The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3 in the following circumstances:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amount paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General

**Section 4. Indemnification Against Expenses.**

To the extent that an agent of the Corporation has been successful on the merits in defense of any

proceeding referred to in Sections 2 or 3 of this Article VI or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 5. Required Determinations.** Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VI. By:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) Approval by the members, with the persons to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

**Section 6. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

**Section 7. Other Indemnification.** No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**Section 8. Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VI, except as provided in Sections 4 or 5(c), in any circumstances where it appears;

(a) That is would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the

members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 9. Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

**Section 10. Nonapplicability To Fiduciaries Of Employee Benefit Plans.** This Article VI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1 of this Article VI. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

## **ARTICLE VII. POLICY COMMITTEE**

**Section 1. Function.** The Corporation shall have a Policy Committee the purpose of which shall be to give the geothermal industry a voice in driving and shaping laws and policy that impact the geothermal industry. The Policy Committee may give advice and make recommendations to the Board of Directors regarding geothermal policy. The Policy Committee may also conduct lobbying activities, within the limits of the election allowed under Section 501(h) of the Internal Revenue Code, serve as a focus group when necessary to assist in assessing policy issues at the local, state and federal levels, and take positions publicly on geothermal issues and policy.

**Section 2. Membership.** All members of the Corporation shall be eligible to join the Policy Committee by paying the required annual fee

established by the Policy Committee. A member of the Corporation that is not a natural person that joins the Policy Committee shall appoint a member of the corporation that is a natural person to serve on the Policy Committee on behalf of that Policy Committee member. The Policy Committee shall adopt, maintain, and modify from time to time, a membership structure providing different levels of participation corresponding to varying fee levels. The Policy Committee may adopt any other rules necessary to conduct its business and/ or necessary to fulfill its obligations.

**Section 3. Finances.** The Corporation shall not fund the Policy Committee with dues or fees paid by members for their membership in the Corporation. The Policy Committee is intended to be funded by the fees paid by Corporation members to be members of the Policy Committee. The Corporation shall maintain Policy Committee funds in a dedicated and exclusive bank account separate from that of other funds and accounts of the Corporation. Policy Committee funds and expenditures shall be limited to comply with applicable rules and exceptions to ensure the Corporation remains a valid nonprofit organization under Section 501(c)(3) of the Internal Revenue Code.

### **Section 4. Management and Function.**

4.1. The highest level of the Policy Committee shall manage the Policy Committee by determining the dates and times of in-person or telephonic meetings of the entire Policy Committee, determining policy positions or statements to be communicated publicly, and by completing any other duties or responsibilities appointed to it by the entire Policy Committee.

4.2. The Executive Director of the Corporation and the President of the Board of Directors shall be members of the highest level of the Policy Committee. The President of the Board of Directors shall be allowed, for any reason to appoint another Director to serve on the Policy Committee in lieu of the President.

4.3. There shall be at least one in-person meeting, annually, of the entire Policy Committee. The Policy Committee shall determine and amend from time to time, at in-person or telephonic meetings, the responsibilities, rights, and duties of the different membership levels of the Policy Committee.

4.4. Each year, the Policy Committee shall submit a Policy Platform to the Corporation's Board of Directors for approval outlining its intended activities and expenditures for that year. If a proposed policy position or statement of the Policy Committee to be communicated publicly does not

conform to the approved Policy Platform, the Policy Committee will seek timely approval from the Corporation's Board of Directors prior to implementing it.