

# **NEW YORK/NORTHEAST NATURAL GAS VEHICLE PARTNERSHIP BYLAWS**

## **ARTICLE I**

### **NAME AND LOCATION OF PARTNERSHIP**

The New York/Northeast Natural Gas Vehicle Partnership (hereinafter referred to as "NY/NE NGVP") is an administrative and fiduciary project housed within the Center for Economic and Environmental Partnership, Inc. (hereinafter referred to as "CEEP") under the laws of the State of New York. The principal office of the NY/NE NGVP is located at 126 State Street, 3<sup>rd</sup> Floor, Albany, New York, 12207 or at such other location(s) as the Steering Committee may designate from time to time.

## **ARTICLE II**

### **PURPOSES**

The NY/NE NGVP is a not-for-profit public-private partnership and is not organized for private gain of any party. Purposes for which the NY/NE NGVP is organized are: to advance the use of natural gas vehicles and the development of natural gas vehicle technology; to promote the provision of necessary federal and state incentives and the removal of barriers to the promotion of such technology, to influence and support governmental policies which affect vehicle use; to provide specific product development direction to the industry; and for any lawful purpose or purposes.

Notwithstanding any other provision of these Bylaws, the NY/NE NGVP shall not directly or indirectly carry on any activity which would cause CEEP to endanger or lose its charitable exemption from Federal income taxation as a Corporation described in section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

## **ARTICLE III**

### **PARTNERS**

#### **Section 1. Class of Partners**

There shall be four classes of partnership in the NY/NE NGVP: (1) Charter Partners (2) Sustaining Partners (3) Supporting Partners and (4) Associate Partners. The Steering Committee may from time to time establish such categories of partners within each class as it believes is necessary to accomplish the purposes of the NY/NE NGVP. The Steering Committee shall establish the range for dues for each class and category of Partnership from time to time and shall establish the minimum level of dues for Sustaining Partners.

#### **Section 2. Charter Partners**

Charter Partners are the founding partners of the NY/NE NGVP and their successors in interest. Charter Partners shall, upon an annual contribution of \$5,000 to the NY/NE NGVP, be entitled to receive all General Partnership communications and attend and vote at all annual and special Partnership meetings of the NY/NE NGVP. Charter Partners are entitled to appoint two representatives to the Steering Committee. Charter Partners of the NY/NE NGVP are:

American Honda Motor Corp.

Clean Energy

Cummins Westport

Keyspan Energy

### Section 3. Sustaining Partners

Sustaining Partnership shall be available to companies, corporations, partnerships or other business units that are willing to provide substantial support for natural gas vehicles. Applicants for Sustaining Partnership may be nominated for Partnership by any Steering Committee member, must receive the approval of a majority of the Charter and Sustaining Partners at a meeting at which there is a quorum, and must support the goals of the NY/NE NGVP.

A company, corporation, partnership or other business unit that is an original vehicle equipment manufacturer (OEMs), engine manufacturer, natural gas pipeline and transmission company, or natural gas producer may join the NY/NE NGVP only as a Sustaining Partner.

Each Sustaining Partner shall, upon an annual contribution of \$2,500 to the NY/NE NGVP, be entitled to appoint one member to the Steering Committee. In addition, each Sustaining Partner shall be entitled to receive all general Partnership communications and attend and vote at all annual and special Partnership meetings of the NY/NE NGVP.

### Section 4. Supporting Partners

Supporting Partnership shall be available to companies, corporations, partnerships, or other business units which are considered to be small businesses by the state in which they are domiciled or individuals that will provide substantial support for the development of natural gas vehicles.

Supporting Partners may participate in all Standing Committees. Supporting Partners shall, upon an annual contribution of \$500 to the NY/NE NGVP, be entitled to receive selective Partnership communications as determined by the Chairman and Vice Chairman of the NY/NE NGVP and attend all annual and special meetings of the NY/NE NGVP.

### Section 5. Associate Partners

Associate Partnership shall be available to government agencies and authorities and not-for-profit organizations that will provide support for the development of natural gas vehicles.

Associate Partners may participate in all Standing Committees. Associate Partners shall be entitled to receive selective Partnership communications as determined by the Chairman and Vice Chairman of the NY/NE NGVP and attend all annual and special meetings of the NY/NE NGVP.

## **ARTICLE IV** **MEETINGS OF PARTNERS**

### Section 1. Place of Meetings

Meetings, both annual and special, of the Partnership shall be held at such times and places as the Steering Committee may designate.

### Section 2. Annual Meetings

There shall be an annual meeting of the Partners, which shall be held at a time and place to be designated by the Steering Committee. At such annual meeting, the NY/NE NGVP shall transact such business as may properly come before it.

### Section 3. Special Meetings

The Chairman or Vice Chairman may call special meetings of the Partners at the direction of the Steering Committee. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof.

### Section 4. Notice of Meetings

Written, printed, or electronic notice stating the place, day and hour of the meeting and, in the case of the special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting (unless a different time is required by law), either personally or by mail, by or at the direction of the Chairman or the Vice Chairman, to each partner entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the

United States mail, addressed to the partner at its address as it appears on the Partnership list maintained by the NY/NE NGVP, with postage thereon prepaid.

Notice of a Partnership meeting to act on an amendment to these Bylaws or on a plan of merger, consolidation, or other manner of organizational change shall be given in the manner provided above not less than twenty five (25) nor more than fifty (50) days before the date of the meeting. A copy of the proposed amendment or plan of merger, consolidation, or other manner of organizational change shall accompany any such notice.

#### Section 5. Quorum

The presence, either in person or by proxy, of at least fifty percent (50%) of the total number of Charter and Sustaining Partners shall constitute a quorum for transacting business at all meetings of Partners. If less than 50% of the Charter and Sustaining Partners are represented a majority of the Charter and Sustaining Partners present may adjourn the meeting, from time to time, without further notice. At any reconvened session of such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

#### Section 6. Manner of Acting

The affirmative vote of the majority of the Partners at a meeting and entitled to vote on the subject matter shall be the act of the Partnership. Less than a quorum may adjourn.

#### Section 7. Proxies

At all meetings of the Partnership, a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with either the Chairman or Vice Chairman of the NY/NE NGVP before or at the time of the meeting. No proxy shall be valid after the expiration of two (2) months from the date of its execution, unless otherwise provided therein.

#### Section 8. Informal Action by the Partnership

Unless otherwise provided by law, any action required to be taken at a meeting of the Partnership or any other action which may be taken at a meeting of the Partnership may be taken without a meeting if a consent in writing, which sets forth the action so taken, shall be signed by all of the Partners entitled to vote with respect to the subject matter thereof.

## **ARTICLE V** **DIRECTORS**

#### Section 1. Powers and Duties

The Steering Committee shall govern the affairs of the NY/NE NGVP. The Steering Committee may do all acts and things that are not by these Bylaws directed to be done by the Partners. Steering Committee members shall be individuals who are owners or employees of Partners.

#### Section 2. Composition and Term

The Steering Committee shall consist of at least fifteen (15) members. The Chairman and Vice-Chairman shall be elected from among the members of the Steering Committee of the NY/NE NGVP. Members shall be individuals elected by Charter and Sustaining Partners, and each shall serve for a term of two years from the date first elected, except that the first group of members shall be divided equally by lot into two classes, with the first group serving for a term of one year and the second group serving for a term of two years. Steering Committee members shall have equal rights and privileges except as otherwise provided in these Bylaws. Each member shall serve until the election and acceptance of his duly qualified successor, unless sooner removed by appropriate action of the Board or by resignation of the member.

#### Section 3. Regular Meetings

The Steering Committee shall meet regularly during the year. The Steering Committee may provide, by resolution, the time and place for the holding of additional meetings without notice other than such resolution. Only members, and not other Partners of the NY/NE NGVP, shall have the right to attend a

meeting of the Steering Committee. Members may vote in meetings of the Steering Committee by written or electronic proxy sent in advance of the meeting to either the Chairman or the Vice Chairman.

#### Section 4. Special Meetings

Either the Chairman or the Vice Chairman shall, at the request in writing of any five (5) members, call special meetings of the Steering Committee. Such special meeting shall be held at a place designated by either the Chairman or the Vice Chairman.

#### Section 5. Notice

Notice of any regular or special meeting of the Steering Committee and, in the case of a special meeting, the purpose thereof, shall be given not less than ten (10) nor more than fifty (50) days prior thereto (unless a different time is required by law) by written notice delivered personally, by telegram, electronically, or by mail to each member at her/his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member may waive notice of any meeting. The attendance of the member at a meeting shall constitute a waiver of notice of such meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 6. Voting and Quorum

At each meeting of the Steering Committee, a majority of the number of members shall constitute a quorum for the transaction of business, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice. The Steering Committee may meet by telephone conference call and conduct its business by electronic means.

#### Section 7. Manner of Acting

The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Steering Committee. Members may transact business at any meeting, including a meeting held by telephone conference call, in the absence of a quorum, provided any action so taken subsequently is agreed to in writing by a majority of the members to constitute a meeting of the Steering Committee. Written consent to any action by a majority of the members shall constitute official action of the Steering Committee.

#### Section 8. Informal Action by Members

Unless otherwise provided by law, any action required to be taken at a meeting of the Steering Committee, or any other action which may be taken at a meeting of the Steering Committee, may be taken without a meeting if a consent in writing, which sets forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

#### Section 9. Presumption of Assent

A member who is present at a meeting of the Steering Committee at which action on any matter is taken shall be presumed to have assented to the action unless her/his dissent shall be entered in the minutes of the meeting or unless s/he shall file her/his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the NY/NE NGVP immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

#### Section 10. Removal of Members

Any member elected by the Charter and Sustaining Partners may be removed at any time for cause by a two-thirds vote of the Steering Committee.

#### Section 11. Resignation of Members

Any member may resign her/his office at any time. Such resignation must be made in writing to the Steering Committee at the address of the NY/NE NGVP, and shall take effect as provided in such writing, or upon receipt by the NY/NE NGVP if no effective date is provided in such writing.

## **ARTICLE VI**

### **OFFICERS**

#### **Section 1. Designation**

The officers of the NY/NE NGVP shall be a Chairman and a Vice Chairman, each of whom shall be selected by the Steering Committee. The same person may not hold the offices of Chairman and Vice Chairman simultaneously.

#### **Section 2. Election and Term of Office**

The Steering Committee shall elect the officers of the NY/NE NGVP for one year terms at every Steering Committee meeting held in conjunction with the annual meeting of the Partners. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as it may conveniently be held. Each officer shall hold office until his successor has been duly elected or appointed and qualified or until his death or until he resigns or has been removed in the manner hereinafter provided.

#### **Section 3. Removal of Officers**

Any officer or agent nominated by the Steering Committee may be removed with or without cause by the Steering Committee whenever, in its judgment, the best interests of the NY/NE NGVP would be served thereby.

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

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Steering Committee for the unexpired portion of the term.

#### **Section 5. Chairman**

The Chairman shall be a member of the Steering Committee and an officer and shall preside at all meetings of the Steering Committee and at all meetings, whether annual or special, of the Partners. S/he shall perform all duties incident to the office of Chairman, and such other duties as may be prescribed or delegated by the Steering Committee from time to time. The Chairman shall supervise and control all of the business and affairs of the NY/NE NGVP, including the approval of contracts and appointment of Committee Partners. The Steering Committee may remove, with cause, the Chairman whenever, in its judgment, the best interests of the NY/NE NGVP would be served thereby.

#### **Section 6. Vice Chairman**

The Vice Chairman shall be a member of the Steering Committee and an officer and shall assist the Chairman to preside at all meetings of the Steering Committee and at all meetings, whether annual or special, of the Partners. S/he shall perform all duties as requested by the Chairman, and such other duties as may be prescribed or delegated by the Steering Committee from time to time. The Vice Chairman shall coordinate all activities of the Standing Committees and other advisory groups. The Steering Committee may remove, with cause, the Vice Chairman whenever, in its judgment, the best interests of the NY/NE NGVP would be served thereby.

## **ARTICLE VII**

### **STANDING COMMITTEES**

#### **Section 1. Executive Committee**

The Executive Committee shall be a permanent committee of the Steering Committee. The Executive Committee shall be responsible for directing the business affairs of the organization. It shall have and may exercise all of the powers of the Steering Committee during intervals between meetings of the Steering Committee, except as provided specifically by the Steering Committee. It is the chief coordinating committee for the Steering Committee, outlining how the Steering Committee's business should be conducted, setting agendas and organizing the activity of other committees. All standing committees of the NY/NE NGVP shall report to the Steering Committee through the Executive Committee.

The Executive Committee may transact business by telephone. Participation in an Executive Committee telephone conference shall constitute the presence in person at such meeting. Further, any action required or permitted to be taken by the Executive Committee may be taken without a meeting or telephone conference if all members of the Executive Committee consent to such action in writing and the writings are filed with the minutes of the proceedings of the Executive Committee.

The Executive Committee shall consist of the Chairman and the Vice Chairman and three other individuals who are representatives of Charter Partners and are nominated by the Chairman, with the approval of the Steering Committee, except that no Charter Partner may have more than one representative serve on the Executive Committee in any capacity. The Chairman and the Vice Chairman shall serve as members of the Executive Committee for as long as they hold those offices. The appointed members of the Executive Committee shall each serve for one year beginning with the date of the approval of their membership on the Executive Committee by the Steering Committee.

#### Section 2. Additional Standing Committees

The Steering Committee may establish such Standing Committees as it believes necessary to fulfill the purposes of the NY/NE NGVP. The Standing Committees will provide strategy and direction to the activities of the NY/NE NGVP. All Standing Committees will report to the Steering Committee through the Executive Committee.

### **ARTICLE VIII** **PARTNERSHIP BOOK**

CEEP shall, at the direction of the Steering Committee, maintain a Partnership book, which shall constitute the official list of all Partners of the NY/NE NGVP. Any partner in good standing or prospective partner shall be entitled to inspect the Partnership book upon reasonable notice being given to the NY/NE NGVP.

### **ARTICLE IX** **ACCOUNTING YEAR**

The accounting year of the NY/NE NGVP shall coincide with and be the same as that established and used by CEEP.

### **ARTICLE X** **WAIVER OF NOTICE**

Unless otherwise provided by law, whenever notice is required to be given to any partner or member of the Steering Committee of the NY/NE NGVP under the provisions of these Bylaws, a waiver thereof in writing, 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.

### **ARTICLE XI** **INDEMNIFICATION**

The NY/NE NGVP shall indemnify Steering and Executive Committee members to the extent permitted under the laws of the State of New York and in the manner provided by the Laws of the State of New York.

### **ARTICLE XII** **AMENDMENTS**

These Bylaws may be adopted by a majority vote of the Charter and Sustaining Partners and subsequently amended by a majority vote of the Steering Committee at any regular or special meeting.