

BY-LAWS
OF
LOUISIANA CLEAN FUELS
(REV. 07/08/2015)

PREAMBLE

Louisiana Clean Fuels (“Corporation”), by its Board of Directors (collectively, “Board”), does hereby adopt the following by-laws (“By-laws”):

ARTICLE I

GENERAL

SECTION 1: Name. This organization is a nonprofit corporation under the laws of the State of Louisiana, and shall be known as “Louisiana Clean Fuels.”

SECTION 2: Principal Office. The principal and registered office of the Corporation shall be located at Louisiana Department of Natural Resources, 1117V LaSalle Building, 617 North 3rd. Street, Baton Rouge, LA 70802-5428. The Corporation may change the principal and/or registered office or have such additional offices as the Board, may, from time to time, determine to be in the best interest of the Corporation.

SECTION 3: Mission and Objectives.

- (A) **Mission Statement.** The mission of the Corporation (“Mission”) shall be to improve the State of Louisiana, air quality, increase national energy security, and promote economic opportunity in the region by increasing the use of alternative fuels in Louisiana.
- (B) **Corporate Objective.** The implementation of the Mission shall include the following, non-exclusive objectives (collectively, “Corporate Objectives”):
1. Develop programs and activities to increase the use of alternative fuel vehicles in Louisiana.
 2. Improve the state’s air quality through the increased use of alternative fuel vehicles.
 3. Work with the State of Louisiana, local governments, and the nationwide Clean Cities programs to develop a sustainable market for alternative fuels and alternative fuel vehicles.
 4. Educate the general public in order to advance public understanding of the benefits and economics of using alternative fuel vehicles.
 5. Recruit new stakeholders from both the governmental and business sectors.

6. Pursue funding for organizational sustainability through grants and fundraising.

SECTION 4: Limitation of Authority. The Corporation and its activities shall be nonpartisan, nonprofit and nonsectarian. It shall observe all local, state and federal laws which apply to nonprofit organizations. No part of the Corporation's net earnings shall inure to the benefit of any person. The Corporation is not organized for profit and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended ("Code").

ARTICLE II

MEMBERSHIP

SECTION 1: Classes and Qualifications of Membership and Stakeholdership. "Stakeholders" are those people or organizations who actively support the Corporation and its mission. "Members" are Stakeholders who remit their applicable annual dues or make an in-kind contribution to the Corporation approved by the Board.

SECTION 2: General Rights and Powers. Only Members may serve as directors and officers of the Corporation. All Members have the right to serve on the Nominating Committee and participate in the nomination of directors and officers, as set forth in section III (5), below, but only Board Members shall have the right to vote on the operations and executive decisions of the Corporation, as set forth in section III(1), below. Except as may otherwise be provided by law, the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors, in these Bylaws, or by resolution. Any right of members to title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that the liability of a member for sums due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

SECTION 3: Membership. Upon payment of the requisite dues as set from time to time by the Board for each class of members, each applicant shall be afforded all rights of membership subject to subsequent ratification or invalidation by the affirmative vote of a majority of the Directors present and voting at a duly constituted meeting, or in such other manner as the Board of Directors may resolve. Membership and all attendant rights shall cease in the event of nonpayment of dues or fulfillment of in-kind contribution contract, unless the Board acts otherwise.

ARTICLE III

SELECTION OF BOARD

SECTION 1: Function. The complete direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board. The duties of the Board shall include, but shall not be limited to, establishing policies for the Corporation, ratifying nominations of the Corporation Members for the members of the Board of Directors (the “Directors”) and electing officers.

SECTION 2: Number. The number of Directors shall consist of not fewer than three (3) nor more than seventeen (17) individuals, excluding those honored with ex-officio status.

SECTION 3: Composition. Every seat on the Board to be filled because of the expiration of the term of a Director shall be filled by the majority vote of the remaining Directors as set forth herein. The Nominating Committee/Corporation Members shall select and recommend candidates to fill these seats in accordance with Section 5 of this Article. Once recommended, these candidates shall be submitted for approval by the Board.

SECTION 4: Terms. The Directors shall serve two- (2-) year terms and may be re-elected for five (5) successive two- (2-) year terms.

SECTION 5: Nominating Committee.

- (A) **Purpose.** The purpose of the Nominating Committee shall be to nominate candidates for the Director seats on the Board and for the officers of the Corporation (“Officers”) in accordance with these By-laws and the Articles of Incorporation of the Corporation.
- (B) **Composition.** Members of the Board of Directors and all other Members shall serve as the Nominating Committee.
- (C) **Election of Directors.** The Board and the Members shall vote on the nominations submitted by the Nominating Committee at the meeting called for the election of new Directors, with the candidates receiving the greatest number of votes elected to the Board.

The Executive Committee may authorize the Executive Director to solicit proxies for the election of directors and may authorize the Executive Director to conduct elections of directors by electronic ballot.

- (D) **Notice for Elections.** Nominating Committee shall have at least one month notice before election date to bring forth candidates for a seat on the Board of Directors.

SECTION 6: Seating of New Directors and Officers. All new Directors shall serve effective upon close of the meeting at which they were elected. New Officers shall commence their term effective at the first Board meeting held after their election.

SECTION 7: Vacancies. Vacancies among the Directors other than at the expiration of their term may be filled by nomination by the Executive Committee. Persons nominated by the Executive Committee for the Board shall be elected by a majority vote of the Board for the unexpired term of the vacant directorship.

SECTION 8: Removal. Any Director may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the Board.

SECTION 9: Resignation. Any Director may resign at any time by giving written notice to the President or Secretary. The resignation of any Director shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV

MEETINGS OF THE BOARD

SECTION 1: Voting. All Directors shall have an equal vote.

SECTION 2: Quorum. A quorum for a meeting of the Board shall consist of fifty (50%) percent of the total number of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 3: Annual Meeting. The annual meeting of the Board shall be held on a date fixed by the Executive Committee. Notice of the time and place of the annual meeting of the Board shall be given to each Director at least five (5) but not more than thirty (30) days before the date set for such meeting.

SECTION 4: Regular Meetings. Meetings of the Board shall be held at such places and at such times as the Executive Committee may from time to time determine. Notice of the date and time shall be given to each Director at least five days before the date set for the regular meeting.

SECTION 5: Special Meetings. Special meetings of the Board shall be held whenever called by the President, or by a majority of the Directors. Notice of each special meeting of the Board shall be given to each Director at least two (2) days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at such special meeting shall be confined to the purposes stated in the notice.

SECTION 6: Place of Meeting. Except as otherwise provided, the Board may hold its meetings at such places within or without the State of Louisiana as shall be specified or fixed in the respective notice or waivers of notice thereof.

SECTION 7: Telephonic Meetings. Meetings of the Board may be held by means of telephone conference calls, computer conferencing, or similar communication provided all persons participating in the meeting can hear and communicate with each other. Participation in a Board

meeting by such means of communication constitutes presence in person at the meeting except as to a person who participates in the meeting for the express purpose of objecting to the transacting of any business on the grounds that the meeting is not lawfully called or convened.

SECTION 8: Consent of Directors. Any action required by law to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the actions so taken, is signed by all of the Directors.

SECTION 9: Conflicts of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The director or officer will also complete the Conflict Disclosure form.

ARTICLE V

EXECUTIVE DIRECTOR

SECTION 1: Executive Director. The Board may at its discretion employ an Executive Director and other staff whose duties and responsibilities shall be set forth in accordance with the attached Executive Management Policies and Procedures.

SECTION 2: Term of Contract. The Board shall be authorized to enter into an employment contract with the Executive Director(s) (or a firm providing the Executive Director(s)) for a term deemed appropriate by the Board.

SECTION 3: Salary and Benefits. The Board shall set the compensation (salary and benefits) for the Executive Director(s).

SECTION 4: Duties and Responsibilities. The Board shall delineate duties and responsibilities of the Executive Director(s) in a "Scope of Work" document prepared by the Executive Committee and ratified by the Board. This Scope of Work shall provide the basis for contractual arrangements for the Executive Director(s).

SECTION 5: Reporting. The Executive Director(s) shall report to the Board monthly, and shall serve as an ex-officio officer of all committees.

ARTICLE VI

OFFICERS

SECTION 1: Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and including such assistants, subordinate officers and officers at large as

the Board shall deem necessary. The offices of Secretary and Treasurer may be combined if the Board so elects.

All Officers shall be elected by the Board from among the Directors at the time of their election.

SECTION 2: Nominating Committee. The Nominating Committee shall submit the name of one candidate for each Elected Officer post to be filled.

SECTION 3: Election of Officers. The Elected Officers shall be elected by a majority vote of the Directors at the annual meeting of the Board.

SECTION 4: Vacancies. Whenever any vacancies shall occur in any of the Elected Offices of the Corporation, such office shall be filled by the Board, and any officer so designated shall hold office for the remainder of the unexpired term of office.

SECTION 5: Term of Office.

- (A) **Term.** The term of office of each of the Elected Officers shall be for a period of two (2) years, or until their successors have been duly elected and qualified.
- (B) **Removal.** Any Elected Officer may be removed from office at any time with or without cause by a two-thirds (2/3) vote of the Board membership.
- (C) **Seating of Officers.** New officers shall take office at the close of the meeting at which they are elected.

SECTION 6: President. The President shall be elected head of the Corporation and preside at all meetings of the Board, and shall perform all other duties incidental thereto, serving with the Executive Director(s) as the chief spokesperson of the Corporation. The President shall, subject to the approval of the Directors, appoint all committees and committee chairpersons. The President shall be an ex-officio member of all committees.

SECTION 7: Vice President. In the absence of the President, the Vice President shall perform the functions of the President. In addition, the Vice President shall perform such other activities as may be assigned to the Vice President by the Board.

SECTION 8: Secretary. The Secretary shall keep the minutes of the meetings of the Board and the minutes of all meetings of the Executive Committee. These minutes shall be kept in appropriate books. The Secretary shall attend to the giving of all notices on behalf of the corporation and shall have charge of all of the books and records of the Corporation, and the Secretary shall perform all other duties incidental to the Secretary's office.

SECTION 9: Treasurer. The Treasurer shall submit a report of the accounts and financial condition of the Corporation at any meeting of the Board as may be required by the Board. The Treasurer shall assist in the keeping of any records in accordance with these functions, including the preparation of the Budget. The Treasurer and the President or either of them, shall, subject to

restrictions by the Board, direct the disbursement of all monies and assets of the Corporation. The Board may, if it so desires, appoint an Assistant Treasurer to aid the Treasurer in the performance of the Treasurer's duties.

SECTION 10: Delegation of Duties and Authority. In the case of the absence of any Elected Officer, or for any other reason that the Board may deem sufficient as to any Elected Officer, the Board may delegate, for the time being, the powers or duties, or any of them, of such Elected Officer to any other Elected Officers, or to any Director.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 1: Composition. The Executive Committee shall be composed of the Officers of the Corporation.

SECTION 2: Powers. The President shall act as the Chairman of the Executive Committee. During the intervals between meetings of the Board, and subject to such limitations as may be imposed by law, the Articles of Incorporation or these By-laws, the Executive Committee shall have and may exercise all the authority of the Board in management of the Corporation, except that no action shall be taken which shall conflict with the expressed policies of the Board. Without limiting the foregoing, the Directors may delegate to the Executive Committee all of the duties of the Board except the election of Directors and all officers, and the amending of the By-laws and/or Articles of Incorporation of the Corporation.

SECTION 3: Review of Ratification. The actions of the Executive Committee are subject to ratification by the Board.

SECTION 4: Meetings. Written notice of the time and place for each Executive Committee meeting, accompanied by an agenda of items to be considered, shall be sent to each member of the Executive Committee at least two (2) days prior to each meeting, except in the case of any emergency meeting which may be called by the President or by any two (2) members of the Executive Committee.

SECTION 5: Quorum. A majority of members of the Executive Committee shall constitute a quorum thereof.

ARTICLE VIII

COMMITTEES

SECTION 1: Appointment. In addition to the Executive Committee and except as otherwise provided in these By-laws, the President, in consultation with the Executive Committee, shall appoint all committee members and the chairperson of each committee, subject to the confirmation of the Board. The President may appoint as advisory members of any committee persons essential to the activity because of the nature of their work, interest or position.

Committees may be standing committees and/or ad hoc committees.

SECTION 2: Committee Functions. The Board shall establish the function and objectives of all committees. It shall be the function of each committee, within the limits of policy set by the Board, to make investigations, to conduct studies and hearings, to make recommendations to the Board concerning their assignments, and to carry on such activities as may be delegated to them by the Board.

SECTION 3: Limitation of Authority. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Corporation on a question of policy without first receiving the approval of the Board and/or the Executive Committee.

SECTION 4: Composition. All committees shall be led by a Chairperson, and committee members may be drawn from the general membership as desired by the President, in consultation with the Executive Committee, and as otherwise provided in these By-laws. Each committee may have a vice chairman and a secretary. Only the selected Chairperson shall have representation on the Board of Directors as a member-at-large.

The President and the Executive Director(s) shall each serve as ex-officio members of all committees.

SECTION 5: Ratification. The Executive Committee must ratify any and all acts of any and all committees.

SECTION 6: Notice of Meetings. Written notice of the time and place for the meeting, accompanied by the agenda of items to be considered, shall be sent to each member of the committee at least five (5) days prior to the meeting, except in the case of emergency meetings which may be called by the President or the Executive Director(s), at their discretion.

SECTION 7: Quorum. A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

SECTION 8: Standing Committees. The Executive/Nominating Committee, the Vehicles and Infrastructure Committee, the Policy and Funding Committee, and the Outreach and Education Committee shall be the standing committees of the Board. Other standing committees may be established by the Board.

ARTICLE IX

FINANCES

SECTION 1: Corporation Funds. All money received by the Corporation will be placed in a general operating fund(s).

SECTION 2: Disbursements. Upon the approval of the Budget, the President and/or the Treasurer is authorized to make disbursement on accounts and expenses provided for in the Budget without additional approval of the Board. All disbursements in excess of \$100.00 shall be by check signed by the President and the Treasurer or either one of them and one other member of the Executive Committee.

SECTION 3: Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 4: Budget. The Treasurer, in conjunction with the Executive Committee and the Executive Director(s) shall prepare the Budget for the coming year and submit it to the Board for approval.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless any person who was or is party or is threatened to be made party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Corporation) by reason of the fact that the person is or was:

1. A Director, Officer, employee, incorporator or agent of the Corporation; and/or,
2. Serving at the request of the Corporation as a Director, Officer, employee, incorporator or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, (collectively, "Protected Group") against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expense (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action.

No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

The termination of any action, suit or 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 he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause that his conduct was unlawful.

To the extent that a member of the Protected Group has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

This indemnification (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon determination that the applicable standard of conduct has been met. Such determination that the applicable standard of conduct has been met. Such determination shall be made by (a) the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel.

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board in the manner provided above, upon receipt of an undertaking by or on behalf of the member of the Protected Group to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized hereunder.

The foregoing indemnification shall not be exclusive of other rights to which any member of the Protected Group may be entitled as a matter of law, and shall inure to the benefit of any member of the Protected Group's heirs and legal representatives.

The Corporation may procure insurance on behalf of any member of the Protected Group against any liability asserted against or incurred by the person in any such capacity, or arising out the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the laws of the State of Louisiana.

ARTICLE XI

MISCELLANEOUS

SECTION 1: Parliamentary Procedure. The proceedings of the Corporation meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

SECTION 2: Notice.

- (A) **Written Notice.** Whenever the provisions of a statute or the Articles of Incorporation, or any of these By-laws, require or permit notice to be given to any Director or Officer, it shall not be construed to require personal notice, but any such notice may be given in writing by depositing the same in the United States

mail, postage prepaid, by electronic mail ("E-mail") or by facsimile transmission by telephone ("Fax"), in either case addressed to such Director or Officer at his address at such address as appears on the books of the Corporation. The time when the notice shall have been so mailed or delivered by E-mail or Fax shall be deemed the time of giving of such notice.

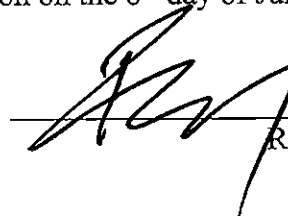
- (B) **Waivers.** Any Director or Officer may waive, in writing or by Fax, any notice required or permitted to be given under any provisions of any statute or of the Articles of Incorporation or of these By-laws, either before, at, or after the meeting or other event of which notice is so provided. All Directors or Officers present at any meeting shall be deemed to have waived any and all notice thereof.

SECTION 3: Amendments. These By-laws may be altered or amended or repealed by the affirmative vote of two-thirds (2/3) of the Board at any regular meeting or at any special meeting of the Board called for that purpose: provided, however, that no change of the time or place of the election of Directors shall be made within thirty (30) days preceding the day on which such election is to be held, and that in the case of any change of such time or place, notice thereof shall be given to each Director at least ten (10) days before the election is held.

SECTION 4: Dissolution. On dissolution of the Corporation, any funds or property of the Corporation that remains shall be distributed to one or more charitable, educational, scientific or philanthropic organizations qualifying as exempt from federal income taxation under Code Section 501(c)(3), said organization(s) to be selected by the Board in advance of dissolution.

SECTION 5: Governing Law. Any matters not heretofore covered by these Bylaws or the Articles of Incorporation shall be governed by the provisions of the laws of the State of Louisiana.

I certify that the foregoing revised By-laws were approved and adopted by two-thirds of the members of the Board of Directors of the Corporation on the 8th day of July, 2015.


Richard Curry, Secretary